

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2023  
OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to .  
Commission File Number: 001-33155



**IPG PHOTONICS CORPORATION**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or organization)*

**377 Simarano Drive, Marlborough, Massachusetts**

*(Address of principal executive offices)*

**04-3444218**

*(IRS Employer Identification No.)*

**01752**

*(Zip Code)*

Registrant's telephone number, including area code: **(508) 373-1100**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Class</u>	<u>Trading Symbol</u>	<u>Name of Exchange on Which Registered</u>
<b>Common Stock, Par Value \$0.0001 per share</b>	<b>IPGP</b>	<b>The Nasdaq Stock Market LLC</b>

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$4.1 billion, calculated based upon the closing price as reported by the Nasdaq Global Select Market on June 30, 2023. For purposes of this disclosure, shares of common stock held by persons who own 5% or more of the outstanding common stock and shares of common stock held by each officer and director have been excluded in that such persons may be deemed to be "affiliates" as that term is defined under the Rules and Regulations of the Exchange Act. This determination of affiliate status is not necessarily conclusive.

As of February 20, 2024, 46,098,133 shares of the registrant's common stock were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Definitive Proxy Statement for its 2024 Annual Meeting of Stockholders to be filed pursuant to Regulation 14A within 120 days of the end of the registrant's fiscal year ended December 31, 2023 are incorporated by reference into Part III of this Annual Report on Form 10-K to the extent stated herein.

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*This Annual Report on Form 10-K contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and we intend that such forward-looking statements be subject to the safe harbors created thereby. For this purpose, any statements contained in this Annual Report on Form 10-K except for historical information are forward-looking statements. Without limiting the generality of the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "intend," "target," "project," "intend," "plan," "seek," "strive," endeavor," goal," "could," "estimate," or "continue" or the negative or other variations thereof or comparable terminology are intended to identify forward-looking statements. In addition, any statements that refer to projections of our future financial performance, trends in our businesses, or other characterizations of future events or circumstances are forward-looking statements.*

*The forward-looking statements included herein are based on current expectations of our management based on available information and involve a number of risks and uncertainties, all of which are difficult or impossible to accurately predict and many of which are beyond our control. As such, our actual results may differ significantly from those expressed in any forward-looking statements. Factors that may cause or contribute to such differences include, but are not limited to, those discussed in more detail in Item 1 (Business) and Item 1A (Risk Factors) of Part I and Item 7 (Management's Discussion and Analysis of Financial Condition and Results of Operations) of Part II of this Annual Report on Form 10-K. Readers should carefully review these risks, as well as the additional risks described in other documents we file from time to time with the Securities and Exchange Commission (the "SEC"). In light of the significant risks and uncertainties inherent in the forward-looking information included herein, the inclusion of such information should not be regarded as a representation by us or any other person that such results will be achieved, and readers are cautioned not to rely on such forward-looking information. We undertake no obligation to revise the forward-looking statements contained herein to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.*

## PART I

### ITEM 1. BUSINESS

#### Our Company

IPG Photonics Corporation ("IPG", the "Company", the "Registrant", "we", "us" or "our") develops, manufactures and sells high-performance fiber lasers, fiber amplifiers and diode lasers that are used for diverse applications, primarily in materials processing. Fiber lasers are a type of laser that combine the advantages of semiconductor diodes, such as long life and high efficiency, with the high amplification and precise beam qualities of specialty optical fibers to deliver superior performance, reliability and usability.

Our portfolio of laser solutions is used in materials processing, medical and advanced applications. We sell our products globally to original equipment manufacturers ("OEMs"), system integrators and end users. We market our products internationally, primarily through our direct sales force. Our major manufacturing facilities are located in the United States and Germany. We have sales service offices and applications laboratories worldwide.

We are vertically integrated such that we design and manufacture most of the key components used in our finished products, from semiconductor diodes to optical fiber preforms, finished fiber lasers and amplifiers. We manufacture complementary products used with our lasers including optical delivery cables, fiber couplers, beam switches, optical processing heads, in-line sensors and chillers. We offer laser-based and non-laser based systems for certain markets and applications. Our vertically integrated operations allow us to reduce manufacturing costs, control quality, rapidly develop and integrate advanced products and protect our proprietary technology.

We are listed on the Nasdaq Global Select Market (ticker: IPGP). We began operations in 1990, and we were incorporated in Delaware in 1998. Our principal executive offices are located at 377 Simarano Drive, Marlborough, Massachusetts 01752, and our telephone number is (508) 373-1100.

#### Industry Overview

Laser technology has revolutionized a broad range of applications and products in manufacturing, automotive, aerospace, medical, research, consumer electronics, semiconductors and communications. A laser converts electrical energy to optical energy that can be focused and shaped, creating a powerful, concentrated beam that causes materials to melt, vaporize or change their character. In a laser, an energy source excites or pumps a gain medium, which converts the energy from the source into an emission consisting of particles of light, called photons, at particular wavelengths. Lasers provide flexible, non-contact and high-speed ways to process and treat various materials and enable automated production, miniaturization and increasing product complexity.

Lasers are utilized in materials processing applications requiring very high power densities, such as cutting, welding, marking, engraving, additive manufacturing, ablation and cleaning, printing, drilling and cladding. Historically, machine tools such as grinding machines, mechanical saws, milling machines, lathes, presses, water jet cutters, plasma cutters and welding machines have been used to cut, join, form or otherwise process metal in the production of finished goods such as automobiles, consumer appliances, electronics and heavy machinery. Also, laser are utilized in applications which require consistent and stable operation with lower power densities, such as heating, cleaning and drying. Laser-based systems are increasingly gaining share within the materials processing market because of the greater precision, processing speeds and flexibility enabled by this technology. Beyond materials processing, lasers are well-suited for imaging and inspection applications and the ability to confine laser light to narrow wavelengths makes them particularly effective in medical, non-destructive inspection and sensing applications.

#### Fiber Lasers

Fiber lasers use semiconductor diodes as the energy source to pump a gain medium consisting of specialty optical fibers, which are infused with rare earth ions. These fibers are called active fibers and are comparable in diameter to a human hair. The laser emission is created within optical fibers and delivered through a flexible optical fiber cable. As a result of their different design and components, fiber lasers are more reliable, efficient, robust, compact and easier to operate than gas, crystal and solid state lasers that were initially used in industrial applications. In addition, fiber lasers free the end users from fine mechanical adjustments and the high maintenance costs that are typical for other laser technologies.

Although low power fiber lasers were introduced four decades ago, their increased adoption in the last twenty years has been driven primarily by our improvements in their output power levels and cost, as well as their superior performance, lower cost of ownership and greater reliability compared with other laser and non-laser technologies. We successfully increased output power levels, efficiency and reliability by improving optical components such as diodes and active fibers that increased

their power capacities and improved their performance. Fiber lasers now offer output powers that exceed those of other laser technologies in many categories. Our substantial advancements in diode technology, packaging design and other optical components together with increased production volumes over the last two decades reduced the cost and increased the reliability of our products. As a result, the average cost per watt of output power has decreased dramatically and our fiber lasers effectively compete in many applications that used other laser technologies and non-laser solutions historically. We believe that fiber lasers provide a combination of benefits that include: superior performance; enhanced end user productivity; lower cost of ownership and environmentally friendly operation; greater ease of use; a more compact footprint; and greater choice of wavelengths and more precise beam control. Our strategy is to target new applications where fiber lasers provide benefits compared to use of other laser technologies and non-laser solutions. There remain applications and processes where other laser and non-laser technologies may provide superior performance with respect to particular features or applications notwithstanding the benefits offered by fiber lasers.

## **Our Competitive Strengths**

Our key strengths and competitive advantages include the following:

*Leading Producer of Fiber Laser Technology.* As a pioneer and technology leader in fiber lasers, we are able to leverage our scale to reduce costs for our customers and drive the proliferation of fiber lasers in existing and new applications.

*Vertically Integrated Development and Manufacturing.* We develop and manufacture most of our key high-volume specialty components, along with optical heads and other products used in conjunction with our lasers, which we believe enhances our ability to meet customer requirements, reduce costs and accelerate product development.

*Manufacturing Scale.* We have invested extensively in our production capabilities allowing us to efficiently manufacture and deliver large volumes of fiber lasers in short delivery cycles which provide us with a competitive advantage.

*Breadth and Depth of Expertise.* Our extensive know-how in materials sciences and experience in optical, electrical, mechanical and semiconductor engineering enable us to develop and manufacture proprietary components, products, accessories and systems and assist customers in improving their manufacturing using our fiber lasers.

*Broad Product Portfolio and Ability to Meet Customer Requirements.* Our broad range of standard and custom fiber lasers operating at various wavelengths and pulse durations allow us to meet varied customer requirements. Further, our vertically integrated manufacturing and broad technology expertise allow us to design, prototype and commence high-volume commercial production of our products rapidly.

*Diverse Customer Base, End Markets and Applications.* Our diverse customer base, end markets and applications provide us with many growth opportunities. In 2023, we shipped products to thousands of customers worldwide. Our principal end markets and representative applications within those markets include:

**Materials Processing Markets**

<b>End Market</b>	<b>Applications</b>	<b>Principal Products</b>
General Manufacturing	Welding, brazing, hardening and cladding	Continuous Wave ("CW") lasers (1-125 kW) and IPG systems
	Flat sheet, tube and 3D cutting	CW lasers (1-50 kW) and IPG systems
	Marking, engraving and printing	NS pulsed lasers (10-1,000 W) and Quasi-CW ("QCW") lasers (100-2,000 W)
	Surface cleaning and texturing, paint and coating stripping	Nanosecond ("NS") pulsed lasers (100-3,000 W), single-mode CW lasers (1-5 kW) and IPG systems
	Heating and drying 3D printing	Diode lasers (1-40 kW) CW lasers (200-6,000 W)
Automotive (including Electric Vehicles)	Welding, cleaning, drying, and cutting, including foil cutting	CW and QCW lasers, NS pulsed lasers and IPG systems
	Cutting of high-strength steel and aluminum	CW lasers (1-20 kW)
	Welding tailored blanks, frames and auto parts	CW lasers (1-50 kW)
	Seam welding and brazing	CW lasers (1-20 kW) and IPG systems
Consumer Goods	Micro welding, cutting and marking	QCW and NS pulsed lasers
	Marking of polymers and other non-metals	Infrared ("IR"), green and ultraviolet ("UV") pulsed lasers
Medical Devices	Stent, pacemaker and other medical device manufacturing	CW, NS, Picosecond ("PS") and Femtosecond ("FS") pulsed lasers and IPG systems
Energy/Renewable Energy	Hardening and welding of tubes and pipes	CW lasers (4-50 kW) and IPG systems
	Cladding of turbine blades and drill bits	CW lasers (1-20 kW)
	Solar cell processing	Green NS pulsed lasers
Aerospace, Rail and Shipbuilding	Welding/cutting thick steel plates, titanium	CW lasers (1-50 kW) and IPG systems
	Percussion drilling of aerospace parts	QCW lasers (1-2 kW)
	Surface cleaning and texturing, paint and coating stripping and drying	NS pulsed lasers (100-3,000 W), single-mode CW lasers (1-5 kW), diode lasers (1-40 kW) and IPG systems
Micro Electronics	Wafer inspection and annealing, disk mastering, flat panel display, LED lift-off	Ultraviolet CW and NS pulsed lasers
	Processing of glass, ceramics, sapphire, silicon, diamond, Teflon, PCB, CFRP and other non-metals	IR, green and UV NS pulsed lasers, PS and FS pulsed lasers, QCW lasers

**Other Markets**

<b>End Market</b>	<b>Applications</b>	<b>Principal Products</b>
Aerospace and Defense	Directed energy	Single-mode CW lasers, amplifiers and diode lasers
	IR countermeasures, thermal imaging	Mid-IR NS pulsed lasers
Medical Procedures	Surgery, urology and soft tissue	Mid-infrared, thulium, FS and laser systems
	Therapeutic procedures	Diode lasers
	Aesthetic procedures - skin, wrinkle/hair/tattoo removal	Erbium, thulium, green lasers
	Dental procedures Diagnostic procedures	Diode lasers Mid-infrared and FS
OEM Instrument Manufacturing	Biomedical analytical instruments, metrology, disinfection/sterilization, environmental and security monitoring, quantum computing	FS, PS, NS and CW lasers, Mid-infrared, IR, visible and UV lasers
Scientific	Academic research: sensing, imaging, microscopy, spectroscopy, quantum optics	Mid-infrared, IR, visible and UV lasers; diode, FS, PS, NS and CW lasers, linearly polarized and single frequency lasers and amplifiers

## **Products**

We design and manufacture a broad range of high-performance fiber lasers and amplifiers. We also make direct diode lasers, packaged semiconductor diodes, laser and non-laser systems and communications components and systems. Many of our products are designed to be used as general-purpose energy or light sources, making them useful in diverse applications and markets.

Our laser products are based on a common proprietary technology platform using many of the same core components, such as semiconductor diodes and specialty fibers, which we configure to our customers' specifications. Our engineers and scientists work closely with OEMs, system integrators and end users to develop and customize our products for their needs. Because of our flexible and modular product architecture, we offer products in different configurations according to the desired application, including modules, rack-mounted units and tabletop units. Our engineers and other technical experts work directly with the customer in our application and development centers to develop and configure the optimal solution for such customer's requirements. We also manufacture certain complementary products that are used with our lasers, such as optical delivery cables, fiber couplers, beam switches, optical processing heads, process measuring and monitoring technologies and chillers.

### ***Lasers***

Our laser products include medium (1 to 999 watts) and high (1,000 watts and above) output power lasers from 0.3 to 5.2 microns in wavelength. These lasers may be CW, QCW or pulsed. Our pulsed line includes nanosecond, picosecond and femtosecond lasers. We offer lasers with different gain mediums and wavelengths. The gain mediums are ytterbium, erbium and thulium, as well as Raman and hybrid fiber-solid state lasers using our crystal technology. We produce hybrid fiber-solid state lasers at green and ultraviolet wavelengths for a range of micro processing applications and in the mid-IR spectrum for sensing, imaging and spectroscopy applications. We also sell fiber pigtailed packaged diodes as components for pumping applications, and fiber coupled direct diode laser systems that use semiconductor diodes rather than optical fibers as their gain medium. In addition, we offer high-energy pulsed lasers, multi-wavelength lasers, tunable lasers, single-polarization and single-frequency lasers, as well as other versions of our products.

We believe that we produce the highest power solid-state lasers in the industry. Our ytterbium fiber lasers reach power levels of up to 125,000 watts. We also make single-mode and low-mode output ytterbium fiber lasers with power levels of up to 20,000 watts and single-mode, erbium and thulium fiber lasers with power levels of up to 4,000 watts.

For 2023 fiscal year, high power continuous wave ("CW") lasers accounted for 41% of revenue and were 43% and 47% of revenue, in 2022 and 2021, respectively. Pulsed lasers accounted for 14%, 18%, and 17% of revenue in 2023, 2022 and 2021, respectively.

### ***Accessories***

We manufacture and sell accessories that include high power optical fiber delivery cables, fiber couplers, beam switches, chillers and scanners for our fiber lasers. We are expanding our line of cutting and welding optical processing heads for use with our fiber lasers and sell devices for in-line coherent monitoring for welding.

### ***Systems***

In addition to selling laser sources, we also offer integrated laser systems for particular geographic markets or custom-developed for a customer's manufacturing requirements. We offer a LightWELD product line, which is a handheld laser welding system to provide fabricators a laser-based solution for welding. We also offer 2D compact flat sheet cutter systems and multi-axis systems for fine welding, cutting and drilling. We produce high precision laser systems for the medical device industry. We also offer a welding seam stepper and picker, which is an automated fiber laser welding tool providing customers increased processing speeds, better quality and the elimination of certain clamping tools. Our subsidiary Genesis Systems Group, LLC provides laser and non-laser robotic welding and automation solutions. IPG also develops and sells specialized fiber laser systems for unique material processing applications as requested by customers desiring a complete laser-based solution, including orbital welding, pipe welding and remote welding. The platforms include robotic and multi-axis workstations for welding, cutting and cladding, flatbed cutting systems, and diode markers. For the 2023, 2022 and 2021 fiscal years, laser and non-laser systems accounted for 13%, 11%, and 9%, respectively, of revenues.

## **Our Markets**

We broadly classify our principal end markets as material processing, medical procedures, advanced applications and communications. With the sale of sale of our telecom transmission product lines in August 2022, we no longer intend to target

communications as a principal market. The following table shows the allocation of our net sales (in thousands) among our principal markets:

	Year Ended December 31,					
	2023		2022		2021	
		% of Total		% of Total		% of Total
Materials processing	\$ 1,152,804	89.5 %	\$ 1,291,262	90.3 %	\$ 1,325,404	90.7 %
Medical procedures	71,571	5.6 %	70,402	4.9 %	42,936	2.9 %
Advanced applications	55,576	4.3 %	54,308	3.8 %	69,257	4.8 %
Communications	7,488	0.6 %	13,575	1.0 %	23,263	1.6 %
Total	\$ 1,287,439	100.0 %	\$ 1,429,547	100.0 %	\$ 1,460,860	100.0 %

These estimates are based upon customer information and when customer information has not been provided, upon our best information and belief.

#### ***Materials Processing***

The most significant materials processing applications for fiber lasers are welding and brazing and cutting. Other applications include marking and engraving, cleaning, additive manufacturing such as laser sintering and 3D printing, precision processing, drilling, heat treating, annealing and heating and drying.

*Welding and Brazing Applications.* Laser welding offers several important advantages compared to conventional welding technology as it is non-contact, precise, easy to automate, provides high process speed and results in narrow-seamed, high-quality welds that generally require little or no post-processing machining. The high beam quality of our fiber lasers coupled with high CW power offer deep penetration welding as well as shallow conduction mode welding. Adjustable mode beam (AMB) lasers allow beam tunability for spatterless, precise high-quality welding required in electric vehicle battery manufacturing. In addition, fiber lasers enable remote welding "on the fly," a flexible method of three-dimensional welding in which the laser beam is positioned by a robot-guided scanner. Remote welding stations equipped with fiber lasers are used for welding door panels, seat backs, spot and lap welds over the entire auto body frame ("body-in-white") and tailor welded blanks for automotive applications. We also offer a real-time weld monitoring system to determine weld quality in an integrated solution. Our LightWELD product line offers a handheld laser welding system that is easier to learn and operate than traditional solutions and offers high process consistency. Our products are used also for laser brazing of visible joints in automobiles such as tailgates, roof joints and columns. Brazing is a method of joining sheet metal by using a melted filler material similar to soldering but requiring higher temperatures.

*Cutting Applications.* Laser-based cutting technology has several advantages compared to alternative technologies. Laser cutting is fast, flexible and highly precise and can be used to cut complex contours on flat, tubular or three-dimensional materials. The laser source can be programmed to process many different kinds of materials such as steel, aluminum, brass, copper, glass, ceramic and plastic at various thicknesses. Laser cutting technology is a non-contact process that is easy to integrate into an automated production line and is not subject to wear of the cutting medium. We sell mid and high power ytterbium fiber lasers for laser cutting. Our high power pulsed lasers are used in thin foil cutting applications in electric vehicle battery production. High electrical efficiency, low maintenance and operating cost, excellent beam quality, wide operating power range, power stability and small spot size are some of the qualities offered by IPG fiber lasers for many cutting applications, which enable customers to cut a variety of materials faster.

#### ***Medical Procedures***

We sell our commercial fiber and diode laser modules, subassemblies and complete systems to medical device manufacturers that incorporate our products into their devices. Our ultrafast, CW and QCW ytterbium, erbium, thulium fiber and hybrid lasers with average power from 1 to 200 watts, and diode laser systems can be used in various medical and biomedical applications. We have also developed and are now selling medical laser systems and consumable fiber applications, including benign prostatic hyperplasia and lithotripsy, as an OEM and, in certain territories, as an IPG-branded product. Aesthetic applications addressed by IPG lasers include skin rejuvenation, hair removal, and treatment of pigmented and vascular lesions.

#### ***Advanced Applications***

Our fiber lasers and amplifiers are utilized by commercial firms and by academic and government institutions worldwide for advanced and scientific applications. These markets may sell specialty products developed by us or our commercial products. Representative applications include directed energy, spectroscopy, optical trapping, remote sensing, LIDAR and materials characterization.



## **Technology**

Our products are based on our proprietary technology platform that we have developed and refined since our formation. The following technologies are key elements in our products.

### ***Specialty Optical Fibers***

We have extensive expertise in the disciplines and techniques that form the basis for the multi-clad active and passive optical fibers used in our products. We believe that our large portfolio of specialty active and passive optical fibers has a number of advantages as compared to other commercially available optical fibers. Using our knowledge of optical fibers, we recently extended our product line by manufacturing fibers used as a consumable component with our proprietary medical laser systems.

### ***Semiconductor Diode Laser Processing and Packaging Technologies***

We use multiple multi-mode, or broad area, single-emitter diodes rather than diode bars or stacks as a pump source. We believe that multi-mode single-emitter diodes are the most efficient and reliable pumping source presently available, surpassing diode bars and stacks in efficiency, brightness and reliability. Single-emitter diodes have substantially reduced cooling requirements and typically have long lifetimes at high operating currents, compared to typical lifetimes of diode bars.

We developed advanced molecular beam epitaxy techniques to grow alumina indium gallium arsenide wafers for our diodes. This method yields high-quality optoelectronic material for low-defect density and high uniformity of optoelectronic parameters. In addition, we have developed numerous proprietary wafer processes and testing and qualification procedures in order to create a high energy output in a reliable and high power diode. Our diode is packaged to dissipate heat produced by the diode and withstands vibration, shock, high temperature, humidity and other environmental conditions, enabling world-class reliability and efficiency of the products.

### ***Specialty Components and Combining Techniques***

We developed a wide range of advanced optical components that are capable of handling high optical power levels and contribute to the superior performance, efficiency and reliability of our products. In addition to fibers and diodes, our optical component portfolio includes fiber gratings, couplers, isolators, combiners, and crystals. We also developed special methods and expertise in splicing fibers together with low optical energy loss and on-line loss testing. We believe that our internal development and manufacturing of key optical components allows us to lower our manufacturing costs and improve product performance and reliability.

### ***Side Pumping of Fibers and Fiber Block Technologies***

Our technology platform allows us to efficiently combine a large number of multi-mode single-emitter semiconductor diodes with our active optical fibers that are used in all of our products. A key element of this technology is that we pump our fiber lasers through the cladding surrounding the active core. We splice our specialty active optical fibers with other optical components and package them in a sealed box, which we call a fiber block. The fiber blocks are compact and are designed to eliminate the risk of contamination or misalignment due to mechanical vibrations and shocks as well as temperature or humidity variations. Our design is scalable and modular, permitting us to make products with high output power by coupling a large number of diodes with fiber blocks, which can be combined in parallel and serially.

### ***High-Stress Testing***

We employ high-stress techniques in testing components and final products that help increase reliability and accelerate product development. For example, we test all of our diodes with high current and temperatures to identify and eliminate potentially unreliable diodes. We also have built a large database of diode test results that allows us to predict the estimated lifetime of our diodes. This testing allows us to eliminate defective diodes prior to further assembly and thus increase reliability.

## **Research and Development**

We perform research and development to develop new products or components, improve existing products or components, develop new applications for our products and improve our manufacturing processes.

We research, develop and manufacture most of the key components of our lasers. In addition to our cladding-pumped specialty fiber platform, we have core competencies in high power multi-mode and single-mode semiconductor diodes, diode packaging, specialty active and passive optical fibers, high-performance optical components, crystal growth and processing, fiber gain blocks and fiber modules, thin film optical coatings, as well as splicing and combining techniques and high-stress test

methods. The strategy of developing our proprietary components has allowed us to leverage our optical experience and large volume requirements to lower the cost of our products.

Our research and development supports expanding and improving our product line by increasing power levels, improving beam quality and electrical efficiency, decreasing the size of our products and lowering the cost per watt. We are engaged in research projects to expand the spectral range of products that we offer. We are investing our research and development funds on laser systems and products for medical applications.

We have assembled a team of scientists and engineers with specialized experience and knowledge in fiber lasers and amplifiers, materials science, optics, critical components, testing and manufacturing process design, and laser application development. Our team of experienced scientists and engineers works closely with many of our customers to develop and introduce custom products and laser processing that address specific applications and performance requirements.

We incurred research and development costs of approximately \$98.7 million, \$116.1 million and \$139.6 million for the years ended December 31, 2023, 2022 and 2021, respectively. We expect to continue our commitment to research and development and to introduce new products, systems and complementary products. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

### **Intellectual Property**

We rely on the technical expertise, creativity, and knowledge of our personnel, and we utilize trade secret, patent, trademark, copyright and contractual protections to maintain our competitive position and protect our proprietary rights in our products and technology. While our intellectual property rights are important to our success, we believe that our business as a whole is not materially dependent on any particular patent, trademark, copyright or other intellectual property right. IPG has used, registered or applied to register a number of trademark registrations in the United States and in other countries.

As of December 31, 2023, we have over 750 patents issued and over 400 pending patent applications worldwide. Intellectual property rights, including those that we own, those that we license and those of others, involve significant risks. See Item 1A, "*Risk Factors — In the past, we were subject to litigation alleging that we infringed third-party intellectual property rights. Intellectual property claims could result in costly litigation and harm our business*" and "*Risk Factors — Our inability to protect our intellectual property and proprietary technologies could result in the unauthorized use of our technologies by third parties, hurt our competitive position and adversely affect our operating results.*"

### **Manufacturing**

Vertical integration is one of our core business strategies through which we control our proprietary processes and technologies as well as the supply of key components and assemblies. Our vertically integrated manufacturing operations include the manufacturing or assembly of optical preforms, specialty fiber, semiconductor wafers, semiconductor diode chips and packaged semiconductor diodes, specialty optical components, fiber blocks, fiber laser modules, power supplies, circuit boards, electronics and control systems and software, crystals, chillers, housings and cabinets and final assembly of finished product. In addition, we make some of the automated production systems, tools and fixtures and testing systems that we use in our own manufacturing processes. Over the last several years, we added additional production capabilities, including multi-wafer growth reactors, diode test stations, fiber preform and fiber drawing equipment and mid and high power laser production and testing, in order to increase our capacity as well as reduce the risks associated with our production processes.

We operate our own semiconductor foundry for the production of multi-mode single-emitter diodes used as pump sources in our lasers. We also process, package and extensively test all of our diodes. We developed proprietary components and accessories, manufacturing tools, equipment and techniques over many years in an effort to address the major issues that had been inhibiting the development of fiber laser technology and to provide products that differentiate us from our competitors. In addition, we have acquired the technology to produce additional components, such as volume Bragg gratings and crystals. Using our technology platform, we configure standard laser and amplifier products based upon each customer's specifications. We have developed proprietary testing methodologies that allow us to develop higher power components and products in short periods of time, enable us to introduce products to the market more quickly, capitalize on new opportunities and provide superior service to our customers. In our materials processing systems business, we manufacture standard configuration systems and also systems customized for specific customer requirements. We purchase common and specialized mechanical, electrical and optical parts and raw materials from vendors.

### **Sales, Marketing and Support**

We market our products internationally primarily through our direct sales force. Our direct sales force sells to end users, OEMs and systems integrators. Once our fiber laser products are designed into an OEM system, the OEM's sales force markets its systems, allowing us to leverage our sales capability through the OEM sales channels because the OEMs typically have several sales persons in locations other than where our sales offices are located. We have sales and service offices and

application development centers in the Americas, Europe and Asia. To a lesser extent, we market through agreements with independent sales representatives and distributors, but we do use such channels more widely for our LightWELD product. In 2023, we entered into a strategic partnership with Miller Electric Mfg. LLC, a leading worldwide manufacturer of arc welding products, to further promote laser solutions for handheld welding applications. We typically provide one to five-year parts and service warranties on lasers. Most of the Company's sales offices provide support to customers in their respective geographic areas.

### **Customers**

We sell our products globally to OEMs, system integrators and end users in a wide range of diverse markets who have the in-house engineering capability to integrate our products into their own systems. We also sell complete laser and non-laser solutions to end users for their production needs. We have thousands of customers worldwide. We rely on a few customers for a significant portion of our sales. In the aggregate, our top five customers accounted for 13%, 15% and 19% of our consolidated net sales in 2023, 2022 and 2021, respectively.

### **Competition**

Our markets are highly competitive and characterized by rapidly changing technology, continuously evolving customer requirements and reduced average selling prices over time. In the materials processing market, we compete with makers of fiber lasers and other lasers, such as Coherent, Inc., Laserline GmbH, Lumentum Holdings Inc., Maxphotonics Co., Ltd., MKS Instruments, Inc., nLight, Inc., Trumpf GmbH + Co. KG and Wuhan Raycus Fiber Laser Technologies Co. Ltd., as well as other smaller competitors. Some of our customers have developed products for their own use which are competitive to our products. Such vertical integration by our customers could reduce the market opportunity for our products. Many of our fiber laser competitors are increasing the output powers of their fiber lasers to compete with our products.

We also compete with our customers that produce their own laser technology as well as with manufacturers of non-laser methods and tools, such as traditional non-laser welding, cutting dies, mechanical cutters and plasma cutters in the materials processing market. Some of our competitors are larger than we are and have substantially greater financial, managerial and technical resources, more extensive distribution and service networks, greater sales and marketing capacity, and larger installed customer bases than we do.

### **Backlog**

At December 31, 2023, our backlog of orders (generally scheduled for shipment within one year) was approximately \$691.4 million compared to \$811.0 million at December 31, 2022. At December 31, 2023, our backlog included \$401.1 million of orders with firm shipment dates and \$290.3 million of frame agreements that we expect to ship within one year, compared to \$500.9 million of orders with firm shipment dates and \$310.1 million of frame agreements at December 31, 2022. Frame agreements are non-binding indications of customer pricing and volume levels but are not firm customer purchase obligations. Orders used to compute backlog are generally cancellable without substantial penalties or any penalties. We anticipate shipping a substantial majority of the present backlog during fiscal year 2024. However, our backlog at any given date is not necessarily indicative of actual sales for any future period.

### **Employees and Human Capital Management**

Our employees are our most valuable assets. They contribute to IPG's success and, in particular, the skilled and experienced employees within our manufacturing, sales, service, research and development and quality assurance departments are instrumental in driving operational execution and strong financial performance, advancing innovation and maintaining a strong quality and compliance program.

As of December 31, 2023, we had approximately 6,180 full-time employees, including 590 in research and development, 4,720 in manufacturing and service operations, 380 in sales and marketing, and 490 in general and administrative functions. As a global company, our employees are distributed throughout our more than thirty locations in twenty-four countries. Of our total full-time employees, approximately 2,310 were in the United States and 1,490 were in Germany. We have never experienced a work stoppage, and none of our employees at our principal manufacturing facilities are subject to a collective bargaining agreement.

The success and growth of IPG's business is dependent in large part on our ability to attract, retain and develop a diverse population of talented and high-performing employees at all levels of our organization. For our research, engineering and production management positions, we require employees with university and graduate-level degrees in physics, optics, electrical, mechanical and software engineering. Globally, the demand for employees with such levels of education is high and competitive.

To succeed in these conditions, IPG implements key recruitment and retention strategies, objectives and effectiveness measures as part of the overall management of our business. These core strategies are advanced through the following programs, policies and initiatives:

*Competitive Pay and Benefits.* IPG's compensation programs are designed to align the compensation of our employees, who operate in a highly competitive and technologically challenging environment, with IPG's business performance and to provide the proper incentives to attract, retain and motivate employees to achieve superior performance. The structure of our compensation programs balances incentive earnings for both short-term and long-term performance. Specifically:

- We provide employee wages that are competitive and consistent with employee's positions, skill levels, experience, knowledge and geographic location.
- All employees participate in our annual cash bonus program, allowing them to share in the profitability and business performance of IPG. We also generally provide equity grants and an employee stock purchase plan to salaried employees consistent with geographic compensation practices and subject to regulatory compliance. These programs further align our employees' financial interests with the performance of the business and the interests of our stockholders.
- We generally provide annual increases and incentive compensation based on merit.
- We purchase compensation data from a compensation and benefits consulting firm to allow us to ensure we provide competitive compensation in each of the geographic locations in which we operate.
- We align our executives' annual and long-term equity compensation with our stockholders' interests by linking realizable pay with operating metrics and stock performance.
- We provide comprehensive benefit options designed to retain our employees and support their families in living healthier and more secure lives.

*Employee recruitment, retention and development.* IPG is committed to attracting the best talent from a broad array of sources to meet the current and future demands of our business. We have established relationships with trade schools, world-class universities, professional associations and industry groups to proactively attract talented and capable new hires. IPG sponsors formal apprentice and internship programs to build leadership capabilities for the future. IPG has made strides to increase diversity across the global organization while ensuring strategic focus on increasing diversity representation in leadership positions. IPG has a strong employee value proposition with a culture of innovation, driven by entrepreneurial spirit and embraced within an environment of individual respect, dignity and caring.

We monitor employee turnover rates as our success depends upon retaining and investing in our highly trained manufacturing and technical staff. IPG strives to decrease voluntary turnover rates and thereby increase employee tenure by ensuring a combination of competitive compensation, individual developmental opportunities and personal career enrichment and growth. Our retention at the technical, professional and executive levels is high.

### **Executive Officers of the Registrant**

The following table sets forth certain information regarding our executive officers as of February 21, 2024:

<b>Name</b>	<b>Age</b>	<b>Position with the Company</b>
Eugene A. Scherbakov, Ph.D.	76	Chief Executive Officer
Angelo P. Lopresti	60	General Counsel, Secretary and Senior Vice President
Timothy P.V. Mammen	54	Chief Financial Officer and Senior Vice President
Trevor D. Ness	51	Senior Vice President, Sales and Strategic Business Development
Alexander Ovtchinnikov, Ph.D.	63	Senior Vice President, Chief Technology Officer
Igor Samartsev, Ph.D.	61	Senior Vice President, Chief Scientist

*Eugene A. Scherbakov, Ph.D.* has served as our Chief Executive Officer since May 2021. Prior to that, he was Chief Operating Officer since February 2017, Managing Director of IPG Laser GmbH, our German subsidiary, since August 2000 and Senior Vice President, Europe, since 2013. He served as the Technical Director of IPG Laser from 1995 to August 2000. From 1983 to 1995, Dr. Scherbakov was a senior scientist in fiber optics and head of the optical communications laboratory at the General Physics Institute, Russian Academy of Science in Moscow. Dr. Scherbakov graduated from the Moscow Physics and Technology Institute with an M.S. in Physics. In addition, Dr. Scherbakov attended the Russian Academy of Science in Moscow, where he received a Ph.D. in Quantum Electronics from its Lebedev Physics Institute and a Dr.Sci. degree in Laser Physics from its General Physics Institute.

*Angelo P. Lopresti* has served as our General Counsel, Secretary and Vice President since February 2001. He was promoted to Senior Vice President in February 2013. Prior to joining us, Mr. Lopresti was a partner at the law firm of Winston & Strawn LLP from 1999 to 2001. He was a partner at the law firm of Hertzog, Calamari & Gleason from 1998 to 1999 and an associate there from 1991 to 1998. He served on the board of Coastway Bancorp, Inc. from 2016 to 2018, prior to its acquisition by HarborOne Bancorp, Inc. Mr. Lopresti holds a B.A. in Economics from Trinity College and a J.D. from the New York University School of Law.

*Timothy P.V. Mammen* has served as our Chief Financial Officer since July 2000 and as Vice President since November 2000. He was promoted to Senior Vice President in February 2013. Between May 1999 and July 2000, Mr. Mammen served as the Group Finance Director and General Manager of the United Kingdom operations for IPFD. Mr. Mammen was Finance Director and General Manager of United Partners Plc, a commodities trading firm, from 1995 to 1999 and, prior to that, he worked in the finance department of E.I. du Pont de Nemours and Company. Mr. Mammen holds an Upper Second B.Sc. Honours degree in International Trade and Development from the London School of Economics and Political Science. He is a Chartered Accountant and a member of the Institute of Chartered Accountants of Scotland.

*Trevor D. Ness* has served as our Senior Vice President, Sales and Strategic Business Development since February 18, 2022. Prior to that, he was Senior Vice President, World Wide Sales and Marketing, from February 2013 to 2022. From January 2011 until February 2013, he served as our Vice President-Asian Operations. Prior to joining us, Mr. Ness was Director of GSI Precision Technologies China from May 2005 to December 2010 and prior to that he held technical sales management roles with GSI Group, Inc. and Cobham Plc, located in UK, Japan and Taiwan. Mr. Ness holds a B.S. in Geology from Imperial College, a H.N.C. from Bournemouth University and an M.B.A. from The Open University.

*Alexander Ovtchinnikov, Ph.D.*, has served as our Senior Vice President, Chief Technology Officer since February 2022. Prior to that, he was Vice President, Components, from September 2005 to February 2022 and Director of Material Sciences from October 2001 to September 2005. He was promoted to Senior Vice President in February 2013. Prior to joining us, Dr. Ovtchinnikov was Material Science Manager of Lasertel, Inc., a maker of high-power semiconductor lasers, from 1999 to 2001. For 15 years prior to joining Lasertel, Inc., he worked on the development and commercialization of high power diode pump technology at the Ioffe Institute, Tampere University of Technology, Coherent, Inc. and Spectra-Physics Corporation. He holds an M.S. in Electrical Engineering from the Electrotechnical University of St. Petersburg, Russia, and a Ph.D. from Ioffe Institute of the Russian Academy of Sciences.

*Igor Samartsev, Ph.D.* has served as our Senior Vice President, Chief Scientist since February 2022. Prior to that, he was Chief Technology Officer from 2011 to 2022 and Deputy General Manager of our Russian subsidiary, NTO IRE-Polus from 2005 to 2011 after having served in technical leadership roles at NTO IRE-Polus. Dr. Samartsev holds a Ph.D. in Physics from the Imperial College London.

## **Seasonality**

Our net sales can fluctuate from quarter to quarter with general economic trends, specific industry cycles, holidays in foreign countries such as Lunar New Year in the first quarter of our fiscal year and the timing of capital expenditures by our customers.

## **Government Regulation**

### ***Regulatory Compliance***

The majority of our laser and amplifier products sold in the United States are classified as Class IV Laser Products under the applicable rules and regulations of the Center for Devices and Radiological Health ("CDRH") of the U.S. Food and Drug Administration ("FDA"). The same classification system is applied in the European markets. Safety rules are formulated with "Deutsche Industrie Norm" (i.e., German Industrial Standards) or International Organization for Standardization ("ISO") standards, which are internationally harmonized. CDRH regulations generally require a self-certification procedure pursuant to which a manufacturer must submit a filing to the CDRH with respect to each product incorporating a laser device, make periodic reports of sales and purchases and comply with product labeling standards, product safety and design features and informational requirements.

Our business activities are subject to various export controls and trade and economic sanctions laws and regulations, including, without limitation, the U.S. Commerce Department's Export Administration Regulations, the U.S. Treasury Department's Office of Foreign Assets Control's trade and economic sanctions programs, the U.S. Department of State's Nonproliferation Sanctions and International Traffic in Arms Regulations, as well as those of the European Community and Germany, which we collectively refer to as Trade Controls. We further discuss the impact of such Trade Controls under "*Risk Factors*" in Item 1A —*We must comply with and could be impacted by various export controls and trade and economic*

*sanctions laws and regulations that could negatively affect our business and may change due to diplomatic and political considerations outside of our control".*

### ***Environmental Regulation***

Our operations are subject to various federal, state, local and international laws governing the environment, including those relating to the storage, use, discharge, disposal, product composition and labeling of, human exposure to and hazardous and toxic materials. In the event of an accident involving such materials, we could be liable for damages and such liability could exceed the amount of our liability insurance coverage and the resources of our business.

We face increasing complexity in our product design and procurement operations due to the evolving nature of environmental compliance regulations and standards, as well as specific customer compliance requirements. These regulations and standards have an impact on the material composition of our products entering specific markets. For example, the European Union ("EU") adopted the Restriction of the use of Certain Hazardous Substances in Electrical and Electronic Equipment (RoHS) and Registration, Evaluation, Authorization and Restriction of Chemicals (REACH), and China enacted the Management Methods for Controlling Pollution Caused by Electronic Information Products Regulation (China-RoHS). In addition to these regulations and directives, we may face costs and liabilities in connection with product take-back legislation.

### ***Climate and Sustainability Reporting and Regulation***

Various jurisdictions around the world in which we operate, including the U.S. and certain states, the European Union, and the United Kingdom have adopted or proposed laws related to climate and sustainability reporting. For example, the European Parliament adopted the Corporate Sustainability Reporting Directive (CSRD), which will introduce additional due diligence and disclosure requirements addressing sustainability that we expect will apply to us in the coming years. These and future laws, regulations or policies could significantly increase our operational and compliance burdens and costs.

For further discussion of risks relating to the regulations to which we are subject, see Item 1A. Risk Factors.

### **Availability of Reports**

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to such reports are available free of charge on our website at [www.ipgphotonics.com](http://www.ipgphotonics.com) as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the Securities and Exchange Commission ("SEC"). The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov). We will also provide electronic or paper copies of such reports free of charge, upon request made to our Corporate Secretary. The information included on our website is not a part of, nor is it incorporated by reference into, this annual report on Form 10-K.

## **ITEM 1A. RISK FACTORS**

*The factors described below are the principal risks that could materially adversely affect our operating results and financial condition. Other factors may exist that we do not consider significant based on information that is currently available. In addition, new risks may emerge at any time and we cannot predict those risks or estimate the extent to which they may affect us.*

### **Risks Relating to Economic Conditions**

#### ***Uncertainty and adverse changes in the general economic conditions of markets in which we participate negatively affect our business.***

Current and future conditions in the economy have an inherent degree of uncertainty. As a result, it is difficult to estimate the level of growth or contraction for the economy as a whole. It is even more difficult to estimate growth or contraction in various parts, sectors and regions of the economy, including the materials processing, medical procedures and advanced applications in which we participate. Because all components of our budgeting and forecasting are dependent upon estimates of growth or contraction in the markets and applications we serve and demand for our products, the prevailing economic uncertainties render estimates of future income and expenditures very difficult to make. A significant portion of our sales are to customers in China, which accounted for 28%, 34% and 38% of net sales in 2023, 2022 and 2021, respectively. Slowing economic growth or recession, tariff-trade wars or other adverse economic developments or uncertainty in any of our key markets, including in China, may result in a decrease in our sales. Adverse changes have occurred and may occur in the future as a result of declining or flat global or regional economic conditions, fluctuations in currency and commodity prices, wavering confidence, capital expenditure reductions, unemployment, declines in stock markets, contraction of credit availability, declines in real estate values, or other factors affecting economic conditions generally. These changes may negatively affect the sales of

our products, increase exposure to losses from bad debts, increase the cost and decrease the availability of financing, increase the risk of loss on investments, or increase costs associated with manufacturing and distributing products. An economic downturn could have a material adverse effect on our business, financial condition and results of operations.

***Downturns in the markets we serve, particularly materials processing, could have a material adverse effect on our sales and profitability.***

Our business depends substantially upon capital expenditures by manufacturers in the materials processing market, which includes general manufacturing, automotive, aerospace, other transportation, heavy industry, electronics and photovoltaic industries. Approximately 90% of our revenues in 2023 were from customers in the materials processing market. Although applications in this market are broad, sales for these applications are cyclical and have historically experienced sudden and severe downturns and periods of oversupply, resulting in significantly reduced demand for capital equipment, including the products that we manufacture and market. For example, our sales decreased by 25% in the materials processing market in 2009 as a result of the global economic recession, our material processing sales declined 10% in the second half of 2018 and 11% in the 2019 fiscal year, in part due to decreased capital equipment demand stemming from adverse changes to U.S.-China relations, including rounds of tariff increases and retaliations and declined 12% in the 2020 fiscal year, in part due to decreased capital equipment demand attributed to the COVID-19 pandemic. For the foreseeable future, our operations will continue to depend upon capital expenditures by customers in these industries or markets, which, in turn, depend upon the demand, as well as forecasted demand, for their products or services. A softening of demand for our customers' products and services, whether caused by a weakening of the U.S. or global economies or other factors, may result in decreased revenue or growth for our customers and may lead to decreased demand for our products, which would reduce our sales and margins. We may not be able to respond by decreasing our expenses quickly enough or sufficiently, due in part, to our fixed overhead structure related to our vertically integrated operations and our commitments to continuing investment in research and development and infrastructure for long term growth.

### **Risks Relating to Industry Dynamics and Competition**

***The markets for our products are highly competitive and currently subject to significant price and technological competition, and if we are unable to compete successfully, it could result in reduced sales, reduced gross margins or the loss of market share.***

The industries in which we operate are characterized by significant price and technological competition. We compete with makers of fiber lasers, solid-state lasers, direct diode lasers, high power CO<sub>2</sub>, YAG and disc lasers. These include public and private companies such as Coherent, Inc., Laserline GmbH, Lumentum Holdings Inc., Maxphotonics Co., Ltd., MKS Instruments, Inc., nLight, Inc., Trumpf GmbH + Co. KG, and Wuhan Raycus Fiber Laser Technologies Co. Ltd., as well as other smaller competitors. Several of these are larger and have substantially greater financial, managerial and technical resources, more extensive distribution and service networks, greater sales and marketing capacity, and larger installed customer bases than we do. Many of our fiber laser competitors are increasing the output powers, improving the quality of their fiber lasers and decreasing prices to compete with our products. Our current or potential customers may determine to develop and produce products for their own use which are competitive to our products. Such vertical integration could reduce the market opportunity for our products. We also compete in the materials processing, advanced and medical applications markets with end users that produce their own solid-state and gas lasers as well as with manufacturers of non-laser methods and tools, such as traditional non-laser welding, cutting dies mechanical cutters and plasma cutters in the materials processing market and other energy-based devices in the medical market.

We may not be able to successfully differentiate our current and proposed products from our competitors' products and current or prospective customers may not consider our products to be superior to competitors' products. To maintain our competitive position, we believe that we will be required to continue a high level of investment in research and development, application development, manufacturing facilities and customer service and support, and to react to market pricing conditions. As a result of the foregoing factors, competitive pressures have resulted in price reductions, reduced margins, loss of sales and loss of market share.

***The laser industry is experiencing declining average selling prices, which could cause our gross margins to decline and harm our operating results.***

Our products are experiencing and may in the future continue to experience a significant decline in average selling prices ("ASPs") as a result of increased competition, pressure to reduce prices from significant customers and new product and technology introductions. Market participants, particularly in China, have reduced and may continue to reduce, prices of competing products to gain market share. If the ASPs of our products decline further and we are unable to increase our unit

volumes, introduce new or enhanced products with higher margins or reduce manufacturing costs to offset anticipated decreases in the prices of our existing products, our operating results may be adversely affected. In addition, because of our significant fixed costs, we are limited in our ability to reduce total costs quickly in response to any revenue shortfalls. Because of these factors, we have experienced and we may experience in the future material adverse fluctuations in our operating results on a quarterly or annual basis if the ASPs of our products continue to decline.

***Our ability to maintain or increase sales depends upon our ability to develop new products, penetrate new applications and end markets for fiber lasers and maintain or increase our market share in existing applications.***

Our level of sales will depend on our ability to generate sales of fiber lasers in new and developing markets including applications for lasers where they have not been used previously and in applications in which other lasers, such as CO<sub>2</sub> and YAG lasers, have been used. To date, a significant portion of our revenue growth has been derived from sales of fiber lasers primarily for applications where CO<sub>2</sub> and YAG lasers historically have been used. We have made significant sales into the cutting, welding and marking and engraving applications, large applications where the use of other laser technologies was well established. As fiber lasers increase penetration in core materials processing applications and there is more competition in these core material processing applications, the development of new applications, end markets and products outside our core applications becomes more important to our ability to generate sales. In order to maintain or increase market demand for our products, we will need to devote substantial resources to:

- demonstrate the effectiveness of fiber lasers in new applications for materials processing, medical, communications and advanced applications;
- successfully develop new product lines, such as the handheld welder, UV, visible and ultrafast fiber lasers with competitive features that extend our product line;
- increase our direct and indirect sales efforts;
- effectively meet growing competition and pricing pressures; and
- continue to reduce our manufacturing costs and enhance our competitive position.

Potential customers may have substantial investments and know-how related to their existing laser and non-laser technologies. They may perceive risks relating to the reliability, quality, usefulness and profitability of integrating fiber lasers in their systems when compared to other laser or non-laser technologies available in the market or that they manufacture themselves. Despite fiber lasers having better performance and prices compared to other lasers or tools, OEM customers may be reluctant to switch incumbent suppliers or we may miss the design cycles of our customers. Many of our target markets, such as the automotive, machine tool and other manufacturing, communications and medical industries, have historically adopted new technologies slowly. These markets often require long test and qualification periods or lengthy government approval processes before adopting new technologies.

If we are unable to successfully implement our strategy to develop new applications and end markets for our products or develop new products, our revenues, operating results and financial condition could be adversely affected. In addition, any newly developed or enhanced products may not achieve market acceptance or may be rendered obsolete or less competitive by the introduction of new products by other companies.

***We depend on our OEM customers and system integrators to incorporate our products into their systems.***

Our sales depend in part on our ability to maintain existing and secure new OEM customers. Our revenues also depend in part upon the ability of our current and potential OEM customers and system integrators to incorporate our laser and amplifier products. The commercial success of these systems depends to a substantial degree on the efforts of these OEM customers and system integrators to develop and market products that incorporate our technologies. Relationships and experience with traditional laser makers, limited marketing resources, reluctance to invest in research and development and other factors affecting these OEM customers and third-party system integrators could have a substantial impact upon our financial results. If OEM customers or integrators are not able to adapt existing tools or develop new systems to take advantage of the features and benefits of fiber lasers or if they perceive us to be an actual or potential competitor, then the opportunities to increase our revenues and profitability may be severely limited or delayed. In addition, some of our OEM customers are developing their own fiber laser sources. If they are successful, this may reduce our sales to these customers. Furthermore, if our OEM customers or third-party system integrators experience financial or other difficulties that adversely affect their operations, our financial condition or results of operations may also be adversely affected.



## **Risks Relating to Our Operations**

***Our vertically integrated business results in high levels of fixed costs and inventory levels that may adversely impact our gross profits and our operating results in the event that demand for our products declines or we maintain excess inventory levels.***

We have a high fixed cost base due to our vertically integrated business model. Approximately 76% of our approximately 6,180 employees as of December 31, 2023 were employed in our manufacturing operations. We may not adjust these fixed costs quickly enough or sufficiently to adapt to rapidly changing market conditions. Our gross profit, in absolute dollars and as a percentage of net sales, is impacted by our sales volume, the corresponding absorption of fixed manufacturing overhead expenses and manufacturing yields. In addition, because we are a vertically integrated manufacturer and design and manufacture our key specialty components, insufficient demand for our products may subject us to the risks of high inventory carrying costs and increased inventory obsolescence. If our capacity and production levels are not properly sized in relation to expected demand, we may need to record write-downs for excess or obsolete inventory. Because we are vertically integrated, the rate at which we turn inventory has historically been low when compared to our cost of sales. We do not expect this to change significantly in the future and believe that we will have to maintain a relatively high level of inventory compared to our cost of sales. As a result, we expect to have a significant amount of working capital invested in inventory. Changes in our level of inventory lead to an increase in cash generated from our operations when inventory is sold or a decrease in cash generated from our operations at times when the amount of inventory increases. Decreases in inventory may decrease our overhead absorption and decrease our gross margins and profitability.

***Our manufacturing capacity and operations may not be appropriate for future levels of demand and may adversely affect our gross margins.***

We have added and are continuing to add substantial manufacturing capacity at our facilities in the United States, Germany, Italy and Poland. We are adding manufacturing capabilities and capacity outside of Russia in response to trade sanctions imposed on Russia, where we have large production facilities. The trade restrictions impose limits on our ability to purchase components and other items from our subsidiary in Russia. A significant portion of our manufacturing facilities and production equipment, such as our semiconductor production and processing equipment, diode packaging equipment and diode burn-in stations, are special-purpose in nature and cannot be adapted easily to make other products. If the demand for fiber lasers or amplifiers does not increase or if our revenue decreases from current levels, we may have significant excess manufacturing capacity and under-absorption of our fixed costs, which could in turn adversely affect our gross margins and profitability.

To maintain our competitive position and to meet anticipated demand for our products, we invest significantly in the expansion of our manufacturing and operations throughout the world and may do so in the future. We had capital expenditures of \$110 million in both 2023 and 2022, and we expect to incur approximately \$120 million to \$130 million in capital expenditures in 2024, net of asset divestitures. In connection with these projects, we may incur cost overruns, construction delays, project cancellations, labor difficulties or regulatory issues which could cause our capital expenditures to be higher than what we currently anticipate, possibly by a material amount, which would in turn adversely impact our operating results. Moreover, we may experience higher costs due to yield loss, production inefficiencies, equipment problems and lower margins until any operational issues associated with the opening of new manufacturing facilities are resolved.

***A few customers account for a significant portion of our sales, and if we lose any of these customers or they significantly curtail their purchases of our products, our results of operations could be adversely affected.***

We rely on a few customers for a significant portion of our sales. In the aggregate, our top five customers accounted for 13%, 15% and 19% of our consolidated net sales in 2023, 2022 and 2021, respectively. A few of our larger customers, including our largest customer, are making fiber lasers or announced plans to develop fiber lasers. We generally do not enter into agreements with our customers obligating them to purchase our fiber lasers or amplifiers. Our business is characterized by short-term purchase orders and shipment schedules. If any of our principal customers discontinues its relationship with us, replaces us as a vendor for certain products or suffers downturns in its business, our business and results of operations could be adversely affected.

***Because we lack long-term purchase commitments from our customers, our sales can be difficult to predict, which could lead to excess or obsolete inventory and adversely affect our operating results.***

We generally do not enter into long-term agreements with our customers obligating them to purchase our fiber lasers or amplifiers. Our business is characterized by short-term purchase orders and shipment schedules and, in some cases, orders may

be canceled or delayed without significant penalty or any penalty. As a result, it is difficult to forecast our revenues and to determine the appropriate levels of inventory required to meet future demand. In addition, due to the absence of long-term volume purchase agreements, we forecast our revenues and plan our production and inventory levels based upon the demand forecasts of our OEM customers, end users and distributors, which are highly unpredictable and can fluctuate substantially. This could lead to increased inventory levels and increased carrying costs and risk of excess or obsolete inventory due to unanticipated reductions in purchases by our customers. In addition, provisions have been recorded as a result of changes in market prices of certain components, the value of those inventories that was realizable through finished product sales due to declines in certain end market demand and uncertainties related to the recoverability of the value of inventories due to technological and product changes, and excess quantities. In 2022, approximately \$74 million was related to inventory provision and related charges at our Russian operations. If our OEM customers, end users or distributors fail to accurately forecast the demand for our products, fail to accurately forecast the timing of such demand, or are unable to consistently negotiate acceptable purchase order terms with customers, our results of operations may be adversely affected.

***We depend upon internal production and on outside single or limited-source suppliers for many of our key components and raw materials, including cutting-edge optics and materials. Any interruption in the supply or availability of these key components and raw materials could adversely affect our results of operations.***

We rely exclusively on our own production capabilities to manufacture certain of our key components, such as semiconductor diodes, specialty optical fibers and optical components. We do not have redundant production lines for some of our components, such as our diodes and some other components, which are made at a single manufacturing facility. These are not readily available from other sources at our current costs and may not be available at all. If our manufacturing activities were obstructed or hampered significantly, it could take a considerable length of time, or it could increase our costs, to resume manufacturing or find alternative sources of supply. Many of the tools and equipment we use are custom-designed, and it could take a significant period of time to repair or replace them. Our primary manufacturing facilities are located in the United States and Germany, and we have added production in Italy and Poland. Despite our efforts to mitigate the impact of any flood, fire, natural disaster, political unrest, act of terrorism, war, trade sanctions, outbreak of disease or other similar event, our business could be adversely affected to the extent that we do not have redundant production capabilities if any of our major manufacturing facilities or equipment should become inoperable, inaccessible, damaged or destroyed.

Also, we purchase certain raw materials used to manufacture our products and other components, such as semiconductor wafer substrates, diode packages, modulators, micro-optics, bulk optics and high power beam delivery products, from single or limited-source suppliers. We typically purchase our components and materials through purchase orders or agreed-upon terms and conditions and we do not have guaranteed supply arrangements with many of these suppliers. These suppliers are relatively small private companies that may discontinue their operations at any time and may be particularly susceptible to prevailing economic conditions. Some of our suppliers are also our competitors. Some of our suppliers may not be able to meet demand from our growing business or because of global demand for their components. As a result, we experienced and may in the future experience longer lead times or delays in fulfillment of our orders. Furthermore, other than our current suppliers, there are a limited number of entities from whom we could obtain these supplies. We do not anticipate that we would be able to purchase these components or raw materials that we require in a short period of time or at the same cost from other sources in commercial quantities or that have our required performance specifications. Any interruption or delay in the supply of any of these components or materials, or the inability to obtain these components and materials from alternate sources at acceptable prices and within a reasonable amount of time, could adversely affect our business. If our suppliers face financial or other difficulties, if our suppliers do not maintain sufficient inventory on hand or if there are significant changes in demand for the components and materials we obtain from them, they could limit the availability of these components and materials to us, which in turn could adversely affect our business.

***The ongoing conflict between Russia and Ukraine may adversely affect our business and results of operations.***

In the first quarter of 2022, Russian military forces invaded Ukraine. This military action had significant and immediate adverse economic impacts globally. Given the nature of our business and our global operations, particularly those in Russia and Belarus, the current conflict between Russia and Ukraine has affected and may adversely affect our business and results of operations.

Historically we have manufactured a variety of components, including proprietary fiber-based components, and sub-assemblies at our facility in Russia and mechanical components at our facility in Belarus. Our operations worldwide are subject to additional regulatory and political constraints and additional compliance costs in connection with sanctions, other trade controls and higher tariffs imposed by the United States, the European Union and other governments in response to Russia's military operations in Ukraine. The United States and the European Union have enacted numerous sanctions packages and may enact additional sanctions until the conflict has been resolved. These sanctions restrict our ability to import components in Europe from Russia, and provide or receive services from our Russian subsidiary. While certain components can be exported

from Russia to the United States, the United States imposed significant import tariffs that make it commercially undesirable. Further, transfer of funds to and from Russia and Belarus are difficult or slow because of bank compliance with sanctions. In addition, we are not able to access cash held by or receive dividends from our Russian and Belarus subsidiaries because of various sanctions. We continue to implement steps to mitigate the impacts of the Russia-Ukraine conflict on our business and reduce reliance on our facilities in Russia and Belarus, such as migrating the production of a number of our components that had been manufactured in Russia and Belarus into other countries.

The current conflict between Russia and Ukraine and our continued operations in Russia and Belarus may also have the effect of heightening many other risks disclosed in our public filings, any of which could adversely affect our business and results of operations. Such risks include, but are not limited to, increases in tariffs; adverse effects on global macroeconomic conditions; increased exposure to cyberattacks; impact of export controls and economic sanctions; limitations in our ability to implement and execute our business strategy; risks to employees, assets and operations we have in Russia and Belarus; disruptions in global supply chains; asset write-downs; exposure to foreign currency fluctuations and potential nationalizations and asset seizures in Russia; constraints or disruption in the capital markets and our sources of liquidity; and potential contractual breaches and litigation. Additionally, many of our scientists and managers were born in Russia and now reside in Europe and the United States. Such persons have had, and may continue to have, difficulties or delays in obtaining or renewing the necessary visas to enter the United States and other countries in which we operate. Such difficulties or delays have and may further adversely impact our ability to effectively manage operations, oversee existing projects, develop new business relationships, and conduct product research and development.

***We must comply with and could be impacted by various export controls and trade and economic sanctions laws and regulations that could negatively affect our business and may change due to diplomatic and political considerations outside of our control.***

A significant part of our business involves the export and import of components and products among many countries, including the U.S., Germany and China. We also export and import a limited number of components and products in Russia and Belarus. The U.S. government and governments of other countries in which we do business have Trade Controls that impact our ability to export, re-export or transfer products, software and technology originating in those countries. Trade Controls may require that we obtain a license before we can export, re-export or transfer certain products, software or technology. The requirement to obtain a license could put us at a competitive disadvantage by restricting our ability to sell products to customers in certain countries or by giving rise to delays or expenses related to obtaining a license. We have experienced and, in the future, may experience delays in obtaining export licenses based on issues solely within the control of the applicable government agency. Licenses may also include conditions that limit the use, resale, transfer, re-export, modification, disassembly, or transfer of a product, software or technology after it is exported without first obtaining permission from the relevant government agency. Delays in obtaining or failure to obtain required export licenses may require us to defer shipments for substantial periods or cancel orders. Any of these circumstances could adversely affect our operations and, as a result, our financial results could suffer. Although we have implemented compliance measures designed to prevent transactions prohibited by current or future Trade Controls, we have previously identified, and may continue to identify, instances in which we exported products without obtaining the required export authorizations and/or submitting the required requests. As a result, we have submitted a limited number of voluntary self-disclosures regarding compliance with export control laws and regulations with the U.S. Department of Commerce's Bureau of Industry and Security ("BIS"). BIS issued warning letters to the Company in response to the self-disclosures. Following the submission of the self-disclosures, the Company received subpoenas from the U.S. Department of Justice ("DOJ") and BIS in October 2021 and October 2022, respectively, with respect to exports by the Company. The Company has been informed by the DOJ and BIS that the Company has satisfied its obligations under the subpoenas. The Company believes that those investigations are concluded. Our failure to comply with these laws and regulations could result in costly government investigations, government sanctions, including substantial monetary penalties, civil or criminal penalties, denial of export privileges, debarment from government contracts, and a loss of revenues and reputational harm.

Our manufacturing facilities in the U.S., Germany and Russia provide finished products to China, our largest market. Should the United States, the European Union or Russia implement new or broad-based Trade Controls directed at each other or China, our production and/or deliveries as well as results of operations and/or financial condition could be affected.

In connection with the Russia-Ukraine conflict, broad-based sanctions (including asset-freeze/blocking sanctions) have been imposed by the U.S., UK, EU, and numerous other governments targeting Russia, including but not limited to major Russian banks. In the U.S., these sanctions are administered by the Office of Foreign Assets Control ("OFAC") and are typically known as the OFAC regulations. These regulations are extensive and complex, and they differ from one sanctions regime to another. Failure to comply with these regulations could subject us to legal and reputational consequences, including civil and criminal penalties.

In addition, Trade Controls and their implementation are fluid and may change due to diplomatic and political considerations outside of our control. The United States, the European Union and Russia have imposed numerous additional trade restrictions and sanctions in response to the Russia-Ukraine conflict. Such changes, including the potential expansion of sanctions and sanctions designations, as well as public statements by government officials, could be significant. While the Company has a trade compliance program, there is a risk that IPG may not be able to comply due to the number, complexity and fast-changing nature of sanctions being added in response to the Russia-Ukraine conflict. Trade Controls and governmental responses to the conflict may require us to take certain actions, including increasing costs and abandoning operations or writing-down asset values, or respond to nationalization or expropriation of assets abroad, adversely affect prevailing market prices of our common stock, have a reputational impact, or otherwise have a material adverse impact on us, our business and financial results.

***We may experience lower than expected manufacturing yields, which would adversely affect our gross margins.***

The manufacture of semiconductor diodes and the packaging of them is a highly complex process. Manufacturers often encounter difficulties in achieving acceptable product yields from diode and packaging operations. We have from time to time experienced lower than anticipated manufacturing yields for our diodes and packaged diodes. This occurs during the production of new designs and the installation and start-up of new process technologies and new equipment. If we do not achieve planned yields, our product costs could increase resulting in lower gross margins, and key component availability would decrease.

***We are highly dependent on the significant experience and specialized expertise of our senior management and scientific staff. The unavailability or loss of one or more of these key employees or our failure to attract other highly skilled personnel necessary to compete successfully could harm our business and results of operations.***

Our future success is substantially dependent on the continued service and performance of our executive officers. Although the board engages in executive succession planning, our inability to effectively and immediately transition knowledge or responsibilities to successors in the event of an unexpected absence or departure could harm our business and disrupt our operations. We also rely on our highly trained team of scientists, many of whom have numerous years of experience and specialized expertise in optical fibers, semiconductors and optical component technology, and other key engineering, sales, marketing, manufacturing and support personnel, any of whom may depart for a variety of reasons, which could harm our business. Competition for qualified personnel in our industry is intense, particularly for physicists, software engineers and other technical staff. If we fail to attract, integrate and retain the necessary personnel, it could delay the development or introduction of new products, negatively impact our ability to market, sell or support our products, and significantly harm our business.

#### **Risks Relating to Intellectual Property, Litigation, Information Systems and Regulations**

***In the past, we were subject to litigation alleging that we infringed third-party intellectual property rights. Intellectual property claims could result in costly litigation and harm our business.***

There has been significant litigation involving intellectual property rights in many technology-based industries, including our own. We face risks and uncertainties in connection with such litigation, including the risk that patents issued to others may harm our ability to do business; that there could be existing patents of which we are unaware that could be pertinent to our business; and that it is not possible for us to know whether there are patent applications pending that our products might infringe upon. Moreover, the frequency with which new patents are granted and the diversity of jurisdictions in which they are granted make it impractical and expensive for us to monitor all patents that may be relevant to our business.

From time to time, we have been notified of allegations and claims that we may be infringing patents or intellectual property rights owned by third parties. We have defended against several patent infringement claims in the past and we engage in patent office opposition proceedings internationally for patents owned by others.

There can be no assurance that, in the future, we will be able to dispose of any claims or other allegations made or asserted against us without them having a material impact on our results of operations. Even if we ultimately are successful on the merits of any such litigation or re-examination, legal and administrative proceedings related to intellectual property are typically expensive and time-consuming, generate negative publicity and divert financial and managerial resources. Some litigants may have greater financial resources than we have and may be able to sustain the costs of complex intellectual property litigation more easily than we can.

If we do not prevail in any intellectual property litigation brought against us, it could affect our ability to sell our products and materially harm our business, financial condition and results of operations. These developments could adversely affect our ability to compete for customers and increase our revenues. Plaintiffs in intellectual property cases often seek, and sometimes

obtain, injunctive relief. Intellectual property litigation commenced against us could force us to take actions that could be harmful to our business, including the following:

- stop selling our products or using the technology that contains the allegedly infringing intellectual property;
- pay actual monetary damages, royalties, lost profits or increased damages and the plaintiff's attorneys' fees; and
- attempt to license the relevant intellectual property which may not be available on reasonable terms.

In addition, intellectual property lawsuits can be brought by third parties against OEMs and end users that incorporate our products into their systems or processes. In some cases, we indemnify OEMs against third-party infringement claims relating to our products and we often make representations affirming, among other things, that our products do not infringe the intellectual property rights of others. As a result, we may incur liabilities in connection with lawsuits against our customers. Any such lawsuits, whether or not they have merit, could be time-consuming to defend, damage our reputation or result in substantial and unanticipated costs.

***Our inability to protect our intellectual property and proprietary technologies could result in the unauthorized use of our technologies by third parties, hurt our competitive position and adversely affect our operating results.***

We rely on patents, trade secret laws, contractual agreements, technical know-how and other unpatented proprietary information to protect our products, product development and manufacturing activities from unauthorized copying by third parties. Our patents do not cover all of our technologies, systems, products and product components and may not prevent third parties from unauthorized copying of our technologies, products and product components. We have significant international operations and are subject to foreign laws which differ in many respects from U.S. laws. Policing unauthorized use of our trade secret technologies throughout the world and proving misappropriation of our technologies are particularly difficult, especially due to the number of our employees and operations in numerous foreign countries. The steps that we take to acquire ownership of our employees' inventions and trade secrets in foreign countries may not have been effective under all such local laws, which could expose us to potential claims or the inability to protect intellectual property developed by our employees. Furthermore, any changes in, or unexpected interpretations of, the trade secret and other intellectual property laws in any country in which we operate may adversely affect our ability to enforce our trade secret and intellectual property positions. Costly and time-consuming litigation could be necessary to determine the scope of our confidential information and trade secret protection. However, there can be no assurance that confidentiality agreements we enter into with consultants, suppliers, employees and others will not be breached, that we will be able to effectively enforce them or that we will have adequate remedies for any breach.

Given our reliance on trade secret laws, others may independently develop similar or alternative technologies or duplicate our technologies and commercialize discoveries that we have made. Therefore, our intellectual property efforts may be insufficient to maintain our competitive advantage or to stop other parties from commercializing similar products or technologies. Many countries outside of the United States afford little or no protection to trade secrets and other intellectual property rights. Intellectual property litigation can be time-consuming and expensive, and there is no guarantee that we will have the resources to fully enforce our rights. If we are unable to prevent misappropriation or infringement of our intellectual property rights, or the independent development or design of similar technologies, our competitive position and operating results could suffer.

***Our information systems are subject to cyber-attacks, interruptions and failures. If unauthorized access is obtained to our information systems, we may incur significant legal and financial exposure and liabilities.***

Like many multinational corporations, we maintain several information technology systems, including software products licensed from third parties. These systems vary from country to country. Any system, network or internet failures, misuse by system users, the hacking into or disruption caused by the unauthorized access by third parties or loss of license rights could disrupt our ability to timely and accurately manufacture and ship products or to report our financial information in compliance with the timelines mandated by the SEC. Any such failure, misuse, hacking, disruptions or loss would likely cause a diversion of management's attention from the underlying business and could harm our operations. In addition, a significant failure of our various information technology systems could adversely affect our ability to complete an evaluation of our internal controls and attestation activities pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 under the updated framework issued in 2013.

As part of our day-to-day business, we store our data and certain data about our customers, employees and service providers in our information technology system. While our system is designed with access security, if a third party gains unauthorized access to our data or technology, including information regarding our customers, employees and service providers, such security breach could expose us to a risk of loss of this information, loss of business, litigation and possible liability. Our security measures may be breached as a result of third-party action, including intentional misconduct by computer

hackers, employee error, malfeasance or otherwise. Additionally, third parties may attempt to fraudulently induce employees or customers into disclosing sensitive information such as user names, passwords or other information in order to gain access to our customers' data or our data, including our intellectual property and other confidential business information, employee information or our information technology systems. Because the techniques used to obtain unauthorized access, or to sabotage systems, change frequently and generally are not recognized until launched against a target, we may be unable to anticipate or detect these techniques or to implement adequate preventative measures. Any unauthorized access could negatively impact our customers' products, result in a loss of confidence by our customers, damage our reputation, disrupt our business, result in a misappropriation of our assets (including cash), lead to legal liability and negatively impact our future sales. Additionally, such actions could result in significant costs associated with loss of our intellectual property, impairment of our ability to conduct our operations, rebuilding our network and systems, prosecuting and defending litigation, responding to regulatory inquiries or actions, paying damages or taking other remedial steps. In addition, we may incur significant costs designed to prevent or mitigate the damage related to cybersecurity incidents. For instance, we may retain additional employees or consultants, implement new policies and procedures, and install information technology to detect and prevent identity theft, data breaches, or system disruptions. We would incur any such costs with the intent that proactively preventing a cybersecurity incident ultimately helps to mitigate potential cybersecurity liability. As previously disclosed, on September 14, 2020, the Company detected a ransomware attack impacting certain of our operational and information technology systems that we do not believe had a material impact on the Company's business, operations or financial condition.

The costs to address the foregoing security problems and security vulnerabilities before or after a cyber-incident could be significant. Our remediation efforts may not be successful and could result in interruptions, delays, a cessation of service, and a loss of existing or potential customers, impeding our sales, manufacturing, distribution, and other critical functions.

***We may face particular privacy, data security and data protection risks due to laws and regulations regulating the protection or security of personal and other sensitive data.***

We may face particular privacy, data security and data protection risks due to laws and regulations regulating the protection or security of personal and other sensitive data, including in particular several laws and regulations that have recently been enacted or adopted or are likely to be enacted or adopted in the future. For instance, in 2018, the European General Data Protection Regulation ("GDPR") imposed additional obligations and risk upon our business and substantially increased the penalties to which we could be subject in the event of any non-compliance. GDPR requires companies to satisfy requirements regarding the handling of personal data (generally, of EU residents), including its use, protection and the rights of affected persons regarding their data. Failure to comply with GDPR requirements could result in penalties of up to 4% of worldwide revenue. In addition, several other jurisdictions around the world have recently enacted privacy laws or regulations similar to GDPR. For instance, in 2020, California enacted the California Consumer Privacy Act ("CCPA"), giving consumers many of the same rights as those available under GDPR. Several laws similar to the CCPA have been approved in the United States at the state level and more are being proposed at the federal and state levels. GDPR and other similar laws and regulations, as well as any associated inquiries or investigations or any other government actions, may be costly to comply with, result in negative publicity, increase our operating costs, require significant management time and attention, and subject us to remedies that may harm our business. We are evaluating these requirements and taking measures to ensure compliance with all applicable privacy and data protection-related laws and regulations. Due to the lack of experience with the interpretation and enforcement of many of these laws and regulations, some measures initially might not satisfy standard or best practices that will be established in the coming years.

***Changes in tax rates, tax liabilities or tax accounting rules could affect future results.***

As a global company, we are subject to taxation in the United States and various other countries and jurisdictions. Significant judgment is required to determine worldwide tax liabilities. Our future tax rates could be affected by changes in the composition of earnings in countries or states with differing tax rates, transfer pricing rules, changes in the valuation of our deferred tax assets and liabilities, or changes in the tax laws. In addition, we are subject to regular examination of our income tax returns by the Internal Revenue Service ("IRS") and other tax authorities. From time to time the United States, foreign and state governments make substantive changes to tax rules and the application of rules to companies, including various announcements from the United States government potentially impacting our ability to defer taxes on international earnings. We regularly assess the likelihood of favorable or unfavorable outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. Although we believe our tax estimates are reasonable, there can be no assurance that any final determination will not be materially different than the treatment reflected in our historical income tax provisions and accruals, which could materially and adversely affect our operating results and financial condition.

***If we or our third-party vendors fail to comply with FDA regulations or similar legal requirements in foreign jurisdictions relating to the manufacturing of our products or any component part, we may be subject to fines, injunctions and penalties, and our ability to commercially distribute and sell our products may be negatively impacted.***

We now make fiber laser systems and accessories targeted at specific medical applications. In addition, we sell our commercial fiber and diode laser modules, subassemblies and systems to OEMs that incorporate them into their medical products. With respect to such products, some of our manufacturing facilities, and the manufacturing facilities of any of our third-party component manufacturers or critical suppliers, are required to comply with the FDA's Quality System Regulation and those of other countries ("QSR"), which sets forth minimum standards for the procedures, execution and documentation of the design, testing, production, control, quality assurance, labeling, packaging, sterilization, storage, and shipping of the products we sell in the medical industry, and related regulations, including Medical Device Reporting ("MDR") regulations regarding reporting of certain malfunctions and adverse events potentially associated with our products. The FDA and other regulatory agencies may evaluate our compliance with the QSR, MDR and other regulations, among other ways, through periodic announced or unannounced inspections which could disrupt our operations and interrupt our manufacturing. If in conducting an inspection of our manufacturing facilities, or the manufacturing facilities of any of our third-party component manufacturers or critical suppliers, an investigator from the FDA observes conditions or practices believed to violate the QSR, the investigator may document their observations on a Form FDA 483 that is issued at the conclusion of the inspection. A manufacturer that receives an FDA 483 may respond in writing and explain any corrective actions taken in response to the inspectional observations. The FDA will typically review the facility's written response and may re-inspect to determine the facility's compliance with the QSR and other applicable regulatory requirements. Failure to take adequate and timely corrective actions to remedy objectionable conditions listed on an FDA 483 could result in the FDA taking administrative or enforcement actions. Among these may be the FDA's issuance of a Warning Letter to a manufacturer, which informs it that the FDA considers the observed violations to be of "regulatory significance" that, if not corrected, could result in further enforcement action.

FDA enforcement actions, which include seizure, injunction, criminal prosecution, and civil penalties, could result in total or partial suspension of a facility's production and/or distribution, product recalls, fines, suspension of the FDA's review of product applications, and/or the FDA's issuance of adverse publicity. Thus, an adverse inspection could force a shutdown of our manufacturing operations for products servicing the medical industry or a recall of such products. Adverse inspections could also delay FDA approval of our products for the medical industry.

***Failure to maintain effective internal controls may cause a loss of investor confidence in the reliability of our financial statements or to cause us to delay filing our periodic reports with the SEC and adversely affect our stock price.***

The SEC, as directed by Section 404 of the Sarbanes-Oxley Act of 2002, adopted rules requiring public companies to include a report of management on internal control over financial reporting in their annual reports on Form 10-K that contain an assessment by management of the effectiveness of our internal control over financial reporting. In addition, our independent registered public accounting firm must attest to and report on the effectiveness of our internal control over financial reporting. We have extensive and complex international manufacturing and sales and service locations which may make us more vulnerable to weaknesses in our internal controls. Although we test our internal control over financial reporting in order to ensure compliance with the Section 404 requirements, our failure to maintain adequate internal controls over financial reporting could result in an adverse reaction in the financial marketplace due to a loss of investor confidence in the reliability of our financial statements or a delay in our ability to timely file our periodic reports with the SEC, which ultimately could negatively impact our stock price.

***Our products could contain defects, which may reduce sales of those products, harm market acceptance of our fiber laser and other products or result in claims against us.***

The manufacture of our products involves highly complex and precise processes. Despite testing by us and our customers, errors have been found, and may be found in the future, in our products. These defects may cause us to incur significant warranty, support and repair costs, incur additional costs related to a recall, divert the attention of our engineering personnel from our product development efforts and harm our relationships with our customers. These problems could result in, among other things, loss of revenues or a delay in revenue recognition, loss of market share, harm to our reputation or a delay or loss of market acceptance of our fiber laser products. Additionally, a recall, particularly in our products used or incorporated in medical devices, could result in significant costs and lost sales and customers, enforcement actions and/or investigations by state and federal governments or other enforcement bodies, as well as negative publicity and damage to our reputation that could reduce future demand for our products. The development and sale of medical devices and component products involves an inherent risk of product liability claims. Defects, integration issues or other performance problems in our fiber laser and other products could also result in personal injury or financial or other damages to our customers, which in turn could damage market

acceptance of our products and result in significant product liability claims being brought against us. A product liability claim brought against us, even if unsuccessful, could be time-consuming and costly to defend. If a product liability action were determined against us, it could result in significant damages, including punitive damages, and our consolidated financial position, results of operations or cash flows could be materially adversely affected.

***We are subject to government regulations, including tariffs and duties that could restrict our international sales and negatively affect our business.***

The United States, Germany, the European Union, China, Japan, South Korea and many other foreign governments impose tariffs and duties on the import of products, including some of those which we sell. In recent years, the U.S. instituted changes in trade policies that included the negotiation or termination of trade agreements, the imposition of higher tariffs on imports into the United States, including, in particular, on Russian and Chinese-made goods, economic sanctions on individuals, corporations or countries and other government regulations affecting trade between the United States and other countries where we conduct our business.

Policy changes and proposals could require time-consuming and expensive alterations to our business operations and may result in greater restrictions and economic uncertainty and disincentives on international trade, which could negatively impact our competitiveness in jurisdictions around the world as well as lead to an increase in costs in our supply chain. We are a multinational corporation, with manufacturing located both in the United States and internationally and with approximately 76% of our net sales arising from foreign customers. As such, we may be more susceptible to negative impacts from these tariffs or change in trade policies than other less internationally focused enterprises. In addition, new tariffs and other changes in U.S. trade policy could trigger retaliatory actions by affected countries, and certain foreign governments, including the Chinese government (which has imposed retaliatory tariffs on a range of U.S. goods including certain optical and electronic products and components), may impose trade sanctions on certain U.S. manufactured goods. Such changes by the United States and other countries have the potential to adversely impact U.S. and worldwide economic conditions, our industry and the global demand for our products, and as a result, could negatively affect our business, financial condition and results of operations.

***We are subject to various environmental laws and regulations that could impose substantial costs upon us and may adversely affect our business, operating results and financial condition.***

Some of our operations use substances regulated under various federal, state, local and international laws governing the environment, including those relating to the storage, use, discharge, disposal, product composition and labeling of, and human exposure to, hazardous and toxic materials. We could incur costs, fines and civil or criminal sanctions, third-party property damage or personal injury claims, or could be required to incur substantial investigation or remediation costs, if we were to violate or become liable under environmental laws. Compliance with current or future environmental laws and regulations could restrict our ability to expand our facilities or require us to acquire additional expensive equipment, modify our manufacturing processes, or incur other significant expenses in order to remain in compliance with such laws and regulations. There can be no assurance that violations of environmental laws or regulations will not occur in the future as a result of the lack of, or failure to obtain, permits, human error, accident, equipment failure or other causes.

### **Risks Relating to Our Common Stock**

***Certain trusts and a company created by the late founder of the Company collectively control over 30% of our voting power and have a significant influence on the outcome of director elections and other matters requiring stockholder approval, including a change in corporate control.***

IP Fibre Devices (UK) Ltd. ("IPFD"), together with trusts created by the late founder of the Company, Dr. Valentin P. Gapontsev, beneficially own approximately 34% of our common stock. Dr. Scherbakov, our CEO, is the sole managing director of IPFD. Trustees of the trusts are officers of the Company and a third-party corporate trustee. These trustees and Dr. Scherbakov, as managing director of IPFD, have significant influence on the outcome of matters requiring stockholder approval, including election of our directors, stockholder proposals and approval of significant corporate transactions. IPFD and the trusts may vote their shares of our common stock in ways that other stockholders may consider would be adverse to the interests of the other stockholders. These significant ownership interests could delay, prevent or cause a change in control of the Company and might affect the market price of our common stock.

***Provisions in our charter documents and Delaware law, and our severance arrangements, could prevent or delay a change in control of our company, even if a change in control would be beneficial to our stockholders.***



Provisions of our certificate of incorporation and by-laws, including certain provisions that will take effect when founder of the Company, the late Dr. Valentin P. Gapontsev, together with his affiliates and associates, ceases to beneficially own an aggregate of 25% or more of our outstanding voting securities, may discourage, delay or prevent a merger, acquisition or change of control, even if it would be beneficial to our stockholders. The existence of these provisions could also limit the price that investors might be willing to pay in the future for shares of our common stock. These provisions include:

- authorizing the issuance of "blank check" preferred stock;
- establishing a classified board and providing that directors thereon may only be removed for cause;
- providing that directors fill board vacancies;
- prohibiting stockholder action by written consent;
- limiting the ability of stockholders to call a special meeting of stockholders;
- establishing advance notice requirements for nominations for election to the board of directors and for proposing matters to be submitted to a stockholder vote;
- supermajority stockholder approval to change certificate of incorporation and by-laws and
- lack of cumulative voting for director elections.

Section 203 of the Delaware General Corporation Law, which will apply to the Company following such time as the late Dr. Gapontsev, together with his affiliates and associates, ceases to beneficially own 25% or more of the total voting power of our outstanding shares, may prohibit business combinations with stockholders owning 15% or more of our outstanding voting stock. The terms of our employment agreements and severance plan with executives include change-of-control severance provisions which provide for the payment of cash following a termination of employment following a change of control. These provisions may discourage, delay or prevent a merger or acquisition, make a merger or acquisition costlier for a potential acquirer, or make removal of incumbent directors or officers more difficult.

### **General Risk Factors**

*We have experienced, and expect to experience in the future, fluctuations in our quarterly operating results. These fluctuations may increase the volatility of our stock price and may be difficult to predict.*

We have experienced, and expect to continue to experience, fluctuations in our quarterly operating results. We believe that fluctuations in quarterly results may cause the market price of our common stock to fluctuate, perhaps substantially. Factors which may have an influence on our operating results in a particular quarter include those below and others included in the Risk Factors:

- the increase, decrease, cancellation or rescheduling of significant customer orders;
- the timing of revenue recognition based on the installation or acceptance of certain products shipped to our customers;
- the timing of customer qualification of our products and commencement of volume sales of systems that include our products;
- the gain or loss of a key customer;
- product or customer mix;
- competitive pricing pressures and new market entrants;
- our ability to design, manufacture and introduce new products on a cost-effective and timely basis;
- our ability to manage our inventory levels and any provisions for excess or obsolete inventory;
- our ability to collect outstanding accounts receivable balances;
- incurring expenses to develop and improve application and support capabilities, the benefits of which may not be realized until future periods, if at all;
- incurring expenses related to impairment of values for goodwill, intangibles and other long-lived assets;
- different capital expenditure and budget cycles for our customers, which affect the timing of their spending;
- expenses associated with acquisition-related activities;
- regional epidemics or a global pandemic, such as COVID-19; and

- our ability to control expenses.

These factors make it difficult for us to accurately predict our operating results. In addition, our ability to accurately predict our operating results is complicated by the fact that many of our products have long sales cycles, some lasting as long as twelve months or more. Once a sale is made, our delivery schedule typically ranges from four weeks to four months, and therefore our sales will often reflect orders shipped in the same quarter that they are received and will not enhance our ability to predict our results for future quarters. In addition, long sales cycles may cause us to incur significant expenses without offsetting revenues since customers typically expend significant effort in evaluating, testing and qualifying our products before making a decision to purchase them. Moreover, customers may cancel or reschedule shipments, and production difficulties could delay shipments. Accordingly, our results of operations are subject to significant fluctuations from quarter to quarter, and we may not be able to accurately predict when these fluctuations will occur.

***Our inability to manage risks associated with our international customers and operations could adversely affect our business.***

We have significant facilities in and our products are sold in numerous countries. A substantial majority of our revenues are derived from customers outside the United States. In addition, we have substantial tangible assets outside of the United States. We anticipate that foreign sales will continue to account for a significant portion of our revenues in the foreseeable future. Our operations and sales in these markets are subject to risks inherent in international business activities, including the following and others mentioned in the Risk Factors:

- fluctuations in the values of foreign currencies;
- changes, including recession, and other general economic uncertainties affecting the macroeconomic and local economic communities in which we and our customers operate or serve;
- longer accounts receivable collection periods and less developed credit assessment and collection procedures;
- compliance with domestic and foreign laws and regulations, unexpected changes in those laws and regulatory requirements, including uncertainties regarding taxes, tariffs, quotas, export controls, export licenses, trade sanctions and other trade barriers, and any corresponding retaliatory actions by affected countries, including China and Russia;
- certification requirements;
- less effective protection of intellectual property rights in some countries;
- potentially adverse tax consequences;
- different capital expenditure and budget cycles for our customers, which affect the timing of their spending;
- political, legal and economic instability, foreign conflicts, labor unrest and the impact of regional and global infectious illnesses in the countries in which we and our customers, suppliers, manufacturers and subcontractors are located;
- preference for locally produced products;
- difficulties and costs of staffing and managing international operations across different geographic areas and cultures;
- seasonal reductions in business activities;
- fluctuations in freight rates and transportation disruptions;
- investment restrictions or requirements;
- repatriation restrictions or requirements;
- export and import restrictions; and
- limitations on the ability of our employees to travel without restriction to certain countries in which we operate.

Political, economic and monetary instability and changes in governmental regulations or policies, including trade tariffs and protectionism, could adversely affect both our ability to effectively operate our foreign sales offices and the ability of our foreign suppliers to supply us with required materials or services. Any interruption or delay in the supply of our required components, products, materials or services, or our inability to obtain these components, materials, products or services from alternate sources at acceptable prices and within a reasonable amount of time, could impair our ability to meet scheduled product deliveries to our customers and could cause customers to cancel orders.

We are subject to risks of doing business in Russia through our subsidiary, NTO-IRE Polus, which sells finished lasers to customers in Russia and supplies our Chinese subsidiary with a portion of the finished lasers they sell to customers in China.

We are also subject to risks of doing business in Belarus, which provides mechanical parts to our German and Russian operations. We are also subject to risks of doing business in China, as approximately 28% of our sales in 2023 were to Chinese customers. The results of our operations, business prospects and facilities in Russia, China and Belarus are subject to the economic and political environment there and global geopolitical conditions. The future economic direction of these emerging market countries remains largely dependent upon the effectiveness of economic, financial and monetary measures undertaken by the government, together with tax, legal, regulatory and political developments. As a result of the conflict involving Russia and Ukraine, the U.S. and certain allies in Europe imposed severe economic and trade sanctions on Russia and could impose further sanctions against it. Russia has responded in kind. Sanctions imposed by any of these countries has and could disrupt our supply of critical components among our manufacturing facilities in the U.S., Germany, Italy, Poland, Russia or Belarus, and cause us to shift all or portions of work occurring in Russia or Belarus to other countries. In addition, sanctions targeting the banking sector have impacted the transfer of cash to and from Russia to fund operations or repatriate surplus liquidity. At December 31, 2023, we had \$76.4 million of cash and cash equivalents in Russia and \$5.5 million cash in Belarus. Such disruptions could negatively affect our ability to provide critical components to affiliates or produce finished goods for customers, which could increase our costs, require capital expenditures and harm our results of operations and financial condition. Further, Russia and Belarus adopted rules that impose conditions on sale of assets by U.S. and western companies and decreasing the values of assets realized, as well as payments to owners of entities there. Our failure to manage the risks associated with our operations in Russia, China and Belarus and our other existing and potential future international business operations could have a material adverse effect upon our results of operations.

***Foreign currency risk may negatively affect our net sales, cost of sales and operating margins and could result in exchange losses.***

We conduct our business and incur costs in the local currency of most countries in which we operate. In 2023 our net sales outside the United States represented a substantial majority of our total sales. We incur currency transaction risk whenever one of our operating subsidiaries enters into either a purchase or a sales transaction using a different currency from the currency in which it operates or holds assets or liabilities in currencies different than their functional currency. Changes in exchange rates can also affect our results of operations when the value of sales and expenses of foreign subsidiaries are translated to U.S. dollars. We cannot accurately predict the impact of future exchange rate fluctuations on our results of operations. Further, given the volatility of exchange rates, we may not be able to effectively manage our currency risks, and any volatility in currency exchange rates may increase the price of our products in local currency to our foreign customers or increase the manufacturing cost of our products, which may have an adverse effect on our financial condition, cash flows and profitability. We incurred a foreign exchange gain of \$1.4 million in 2023 and a loss of \$4.1 million in 2022.

***We pursue acquisitions and investments in new businesses, products, patents or technologies. These involve risks which could disrupt our business and may harm our financial results and condition.***

We may make acquisitions of and investments in new businesses, products, patents and technologies and expand into new geographic areas, or we may acquire operations, products or technologies that expand our current capabilities. Although we have pursued relatively small acquisitions in the past, we may pursue larger transactions in the future. Acquisitions present a number of potential risks and challenges that could, if not met, disrupt our business operations, increase our operating costs, reduce consolidated margins, cause us to incur impairment charges and reduce the value of the acquired company, asset or technology to us. We may not be able to effectively integrate acquired businesses, business cultures, products, patents or technologies into our existing business and products, or retain key employees. As a result of the rapid pace of technological change in our industry, we may misjudge the long-term potential of an acquired business, product, patent or technology, or the acquisition may not be complementary to our existing business. Furthermore, potential acquisitions and investments, whether or not consummated, may divert our management's attention, require considerable cash outlays at the expense of our existing operations, incur unanticipated costs or liabilities, including the costs associated with improving the internal controls of the acquired company. In addition, to complete future acquisitions, we may issue equity securities, incur debt, assume contingent liabilities or have amortization expenses and write-downs of acquired assets, which could adversely affect our profitability and result in dilution to our existing and future stockholders.

***We may incur impairments to goodwill or long-lived assets, which would negatively affect our results of operations.***

We review our goodwill for impairment annually and other long-lived assets, including intangible assets identified in business combinations whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. Negative industry or economic trends, including reduced estimates of future cash flows, disruptions to our business including those from government regulations, sanctions or tariffs, slower growth rates, lack of growth in our relevant business units or differences in the estimated product acceptance rates could lead to impairment charges against our long-lived assets, including goodwill and other intangible assets.

Our valuation methodology for assessing impairment requires management to make significant judgments and assumptions based on historical experience and to rely heavily on projections of future operating performance at many points during the analysis. Also, the process of evaluating the potential impairment of long-lived assets is subjective. We operate in a highly competitive environment and projections of future operating results and cash flows may vary significantly from actual results. Additionally, if our analysis indicates potential impairment to long-lived assets in one or more of our reporting units, we may be required to record additional charges to earnings in our financial statements, which could negatively affect our results of operations. In 2022, long-lived asset impairments related to our Russian operations were \$79.0 million. At December 31, 2023, the net asset value of our Russian subsidiary was \$103.9 million. The net value of assets in Russia was reduced by \$138.5 million due to the cumulative translation effect of the Russian ruble compared to the U.S. dollar. Depending upon the outcome of our review of our Russian operations, we may incur additional asset impairment charges and the cumulative translation effect of foreign exchange fluctuations that is currently included in accumulated other comprehensive loss on our consolidated balance sheets may be charged to our consolidated statements of income.

***We are exposed to credit risk and fluctuations in the market values of our cash, cash equivalents and marketable securities.***

Given the global nature of our business, we have both domestic and international investments. At December 31, 2023, 76% of our cash, cash equivalents and marketable securities were in the United States and 24% were outside the United States. Credit ratings and pricing of our investments can be negatively affected by liquidity, credit deterioration, prevailing interest rates, financial results, economic risk, political risk, sovereign risk or other factors. Also, our investments may be negatively affected by events that impact the banks or depositories that hold our investments. As a result, the value and liquidity of our cash, cash equivalents and marketable securities may fluctuate substantially. Therefore, although we have not realized any significant losses on our cash, cash equivalents and marketable securities, future fluctuations in their value could result in a significant realized loss.

***Our ability to access financial markets to raise capital or finance a portion of our working capital requirements and support our liquidity needs may be adversely affected by factors beyond our control and could negatively impact our ability to finance our operations, meet certain obligations, implement our operating strategy or complete acquisitions.***

We occasionally borrow under our existing credit facilities to fund operations, including working capital investments. Our major credit line in the United States expires in April 2025. Uncertainty or disruptions in financial markets may negatively impact our ability to access additional financing or to refinance our existing credit facilities or existing debt arrangements on favorable terms or at all, which could negatively affect our ability to fund current and future expansion as well as future acquisitions and development. These disruptions may include turmoil in the financial services industry, unprecedented volatility in the markets where our outstanding securities trade, changes in reference rates for interest such as the discontinuation of LIBOR in 2023 and general economic downturns in the areas where we do business. If we are unable to access funds at competitive rates, or if our short-term or long-term borrowing costs increase, our ability to finance our operations, meet our short-term obligations and implement our operating strategy could be adversely affected. We also may in the future be required to raise capital through public or private financing or other arrangements. Such financing may not be available on acceptable terms, or at all, and our failure to raise capital when needed could harm our business.

***Our short-term investment portfolio and certain cash balances could experience a decline in market value or otherwise become illiquid, which could materially and adversely affect our financial results.***

As of December 31, 2023, we had approximately \$515 million of cash and cash equivalents and \$663 million in short-term investments. See Note 3, "Fair Value Measurements" in the Notes to Consolidated Financial Statements in Part IV, Annual Report for further information about our cash equivalents and short-term investments. We currently do not use derivative financial instruments to adjust our investment portfolio risk or income profile. These investments, as well as any cash deposited in bank accounts, are subject to general credit, liquidity, market and interest rate risks, which may be exacerbated by unusual events, such as the COVID-19 pandemic, the Eurozone crisis and the U.S. debt ceiling crisis, which affected various sectors of the financial markets and led to global credit and liquidity issues. For example, in March 2023, certain US banks were closed and the Federal Deposit Insurance Corporation (FDIC) was appointed as receiver. While we were not directly impacted by these closures and did not have any deposits with these banks, there can be no assurance that our current or future banks will not face similar risks, and that we would be able to recover in full our deposits in the event of similar closures. We regularly maintain cash balances that are not insured or are in excess of the FDIC's insurance limit. If the global financial markets continue to experience volatility or deteriorate, our investment portfolio and cash balances may be impacted and some or all of our investments may become illiquid or otherwise experience loss which could adversely impact our financial results and position.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 1C. CYBERSECURITY**

The Company understands the importance of preventing, assessing, identifying and managing material risks associated with cybersecurity threats.

**Cyber Risk Management and Strategy**

We have implemented a number of technical and organizational safeguards designed to manage our risks from cybersecurity threats and to protect against, detect and prepare to respond to cybersecurity incidents. These include employee training, incident response capability reviews and exercises, cybersecurity insurance and business continuity mechanisms. Additionally, we engage a third-party cybersecurity firm to assist with security features such as network and endpoint monitoring, cloud system monitoring and assessment of our incident response procedures.

Our incident response plan coordinates the activities that we and our third-party cybersecurity provider take to prepare, to respond and to recover from cybersecurity incidents. We have processes designed to triage, assess severity, investigate, escalate, contain and remediate an incident. We also have processes to comply with potentially applicable legal obligations and mitigate brand and reputational damage. As part of the above processes, we engage with consultants to review our cybersecurity program to help identify areas for continued focus, improvement, and compliance.

Our processes include assessing cybersecurity risks associated with our use of third-party service providers in the normal course of business, including those in our supply chain or who have access to our customer and employee data or our systems. Additionally, we assess cybersecurity considerations in the selection and oversight of our third-party service providers, including due diligence on the third parties that have access to our systems and facilities that house systems and data.

**Governance Related to Cybersecurity Risks**

The Company's Global Director, Information Security (Security Director) directs the Company's cybersecurity team. He reports to the Company's Global Director of Information Technologies (IT Director), who reports to the Chief Executive Officer of the Company. The Security Director is responsible for assessing and managing the Company's cyber risk management program, informing senior management, as appropriate, regarding the prevention, detection, mitigation and remediation of cybersecurity incidents and supervising such efforts generally by the cybersecurity team. Our Security Director is a Certified Information Systems Security Professional (CISSP) and has over 20 years of experience in cybersecurity in a broad range of industries. Our IT Director has a master's degree in information systems and has prior experience managing global security efforts. Our Security Director manages a team of cybersecurity professionals with relevant experience and expertise, including in cybersecurity threat assessments and detection, mitigation technologies, cybersecurity training, incident response, cyber forensics, insider threats and regulatory compliance.

In addition, the Company's IT Steering Committee (ITSC) considers, among other IT matters, risks relating to cybersecurity and applicable mitigation plans to address such risks. The ITSC is comprised of certain members of the Company's senior management. The IT Director and Security Director attend each ITSC meeting. The ITSC generally meets quarterly during the year with the IT Director and Security Director to review risk mitigation activities as well as updated status of global security operations and metrics, including the prevention, detection, mitigation and remediation of cyber incidents. The IT Director, Security Director and ITSC monitor the prevention, mitigation, detection and remediation of cybersecurity incidents through their management of, and participation in the cybersecurity risk management and strategy processes, including the operation of the Company's incident response plan. The Company has an established process led by our Security Director governing our assessment, response and notifications internally and externally upon the occurrence of a cybersecurity incident.

Our Board of Directors (the "Board") is responsible for overseeing our enterprise risk management activities in general, and each of our Board committees assists the Board in the role of risk oversight. The full Board receives an update on the Company's risks, risk management process and the risk trends related to cybersecurity at least annually, which includes a review of key performance indicators, recent threats and the Company's management of such threats. The Audit Committee specifically assists the Board in its oversight of risks related to cybersecurity. The Security Director and IT Director brief the Audit Committee on information security and cybersecurity annually and as necessary in response to certain incidents.

Although risks from cybersecurity incidents and threats have to date not materially impacted us, our business strategy, results of operations or financial condition, we have from time to time and will continue to experience threats to and security

incidents related to our and our third party vendors' data and systems. For more information, please see "Item 1A, Risk Factors."

## ITEM 2. PROPERTIES

Our significant facilities at December 31, 2023 include the following:

Location	Owned or Leased	Lease Expiration	Approximate Size (sq. ft.)	Primary Activity
Oxford, Massachusetts	Owned		550,300	Diodes, components, final assembly, complete device manufacturing, R&D, administration
Burbach, Germany	Owned		567,100	Optical fiber, components, final assembly, complete device manufacturing, R&D, administration
	Leased	May 2027	1,500	Complete device manufacturing
Fryazino, Russia	Owned		496,000	Optical fiber, components, final assembly, complete device manufacturing, R&D, administration
	Leased	November 2026	20,000	Components
Marlborough, Massachusetts	Owned		377,800	Components, systems manufacturing, applications, sales, R&D, administration
Minsk, Belarus	Owned		372,100	Manufacturing of cabinets and mechanical subcomponents
Davenport, Iowa	Owned		160,300	Systems integration, sales, administration

Our corporate headquarters is in Marlborough, Massachusetts. As of December 31, 2023, we occupied more than 3.3 million square feet of facilities worldwide. Of this we own 2.9 million square feet and lease 0.4 million square feet of building space, of which the majority is used for manufacturing. Our major manufacturing facilities are located in the United States and Germany. We have substantially reduced our reliance on our Russian operations, and have ceased new investments in our Russian and Belarus operations. We have and will continue to expand our manufacturing operations in Germany and the United States, and have added manufacturing capacity in Italy and Poland to meet the demand for our products and our sales and support needs. We conduct our major research and development activities in Oxford and Marlborough, Massachusetts and Burbach, Germany.

We own additional facilities and land for various purposes, such as sales and support and applications labs. We believe the existing facilities are in good operating condition and are suitable for the conduct of our operations.

## ITEM 3. LEGAL PROCEEDINGS

From time to time, we are party to various legal claims and legal proceedings and other disputes incidental to our business, such as employment, intellectual property or product issues. For a discussion of the risks associated with such matters, see Item 1A. *"Risk Factors — In the past, we were subject to litigation alleging that we infringed third-party intellectual property rights. Intellectual property claims could result in costly litigation and harm our business"* and *"Risk Factors — We must comply with and could be impacted by various export controls and trade and economic sanctions laws and regulations that could negatively affect our business and may change due to diplomatic and political considerations outside of our control."*

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

**PART II**

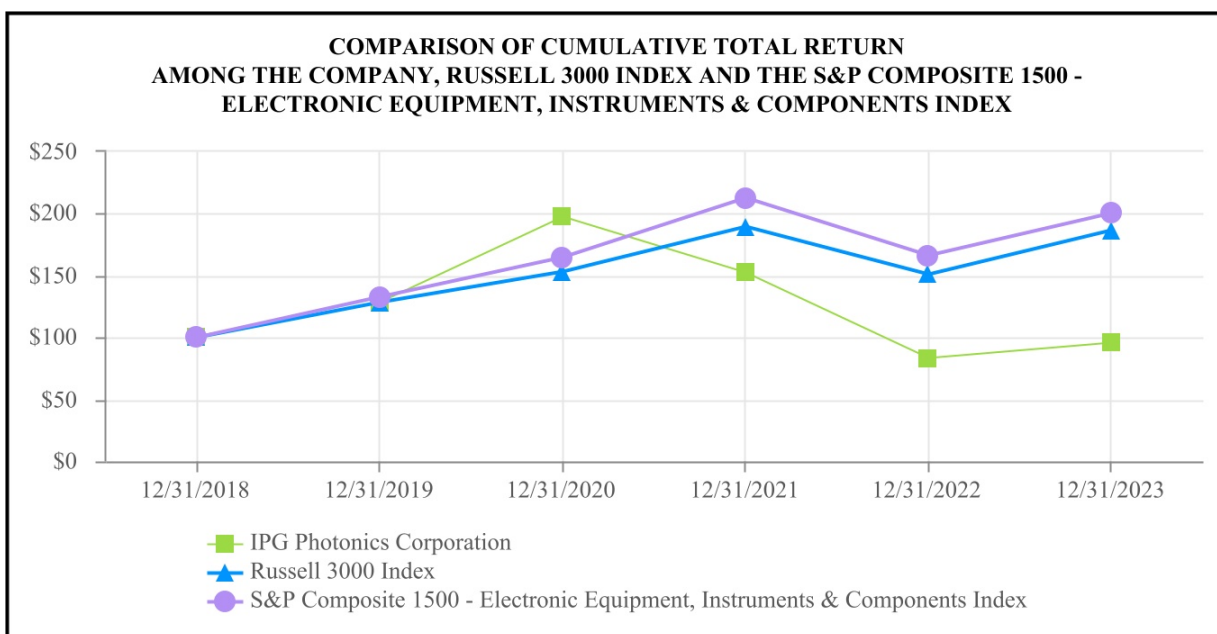
**ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is quoted on the Nasdaq Global Select Market under the symbol "IPGP". As of February 20, 2024, there were 46,098,133 shares of our common stock outstanding held by 30 holders of record, which does not include beneficial owners of common stock whose shares are held in the names of various securities brokers, dealers and registered clearing agencies.

**Stock Price Performance Graph**

The following Stock Price Performance Graph and related information includes comparisons required by the SEC. The graph does not constitute "soliciting material" and should not be deemed "filed" or incorporated by reference into any other filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate this information by reference into such filing.

The following graph presents the cumulative shareholder returns for our Common Stock compared with the Russell 3000 Index and the S&P Composite 1500 - Electronic Equipment, Instruments & Components Index. We include the Russell 3000 Index because we became a member of this index in 2022. We include the S&P Composite 1500 - Electronic Equipment, Instruments & Components Index because outstanding performance stock units awarded to executive officers and outstanding at December 31, 2023 use this index when comparing total shareholder return and due to our being an index member, industry similarities, our internal use to monitor executive compensation, and the fact that it contains several direct competitors.



	Base Period	5-Year Cumulative Total Return				
	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022	12/31/2023
IPG Photonics Corporation	\$ 100.00	\$ 127.92	\$ 197.54	\$ 151.95	\$ 83.56	\$ 95.81
Russell 3000 Index	\$ 100.00	\$ 128.54	\$ 152.73	\$ 189.39	\$ 150.61	\$ 186.68
S&P Composite 1500 - Electronic Equipment, Instruments & Components Index	\$ 100.00	\$ 132.66	\$ 164.30	\$ 212.24	\$ 166.02	\$ 199.92

The above graph represents and compares the value, through December 31, 2023, of a hypothetical investment of \$100 made at the closing price on December 31, 2018 in each of (i) our common stock, (ii) Russell 3000 Index, and (iii) the S&P Composite 1500 - Electronic Equipment, Instruments & Components Index, in each case assuming the reinvestment of dividends. The stock price performance shown in this graph is not necessarily indicative of, and not is intended to suggest, future stock price performance.

**Dividends**

We currently intend to retain future earnings for use in our business and do not anticipate paying cash dividends in the foreseeable future. Any future determination related to our dividend policy will be made at the discretion of our Board, taking into account any contractual and legal restrictions on our payment of dividends.

**Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities**

None.

**Issuer Purchases of Equity Securities**

The following table shows repurchases of our common stock in the fiscal quarter ended December 31, 2023:

Date	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
October 1, 2023 — October 31, 2023	340,488 (1), (2)	\$ 93.14	339,946	\$ 122,307
November 1, 2023 — November 30, 2023	242,335 (1), (2)	92.30	241,676	100,000
December 1, 2023 — December 31, 2023	87,273 (2)	108.65	87,273	90,518
<b>Total</b>	<b>670,096</b>	<b>\$ 94.86</b>	<b>668,895</b>	<b>\$ 90,518</b>

(1) In 2012, our Board approved "withhold to cover" as a tax payment method for vesting of restricted stock awards for certain employees. Pursuant to the "withhold to cover" method, we withheld from such employees the shares noted in the table above to cover tax withholding related to the vesting of their awards. For the fourth quarter of 2023, the Company withheld 1,201 shares at an average price of \$93.87.

(2) On May 2, 2023, we announced that our Board authorized the purchase of up to \$200 million of IPG common stock (the "May 2023 authorization"), exclusive of any fees, commissions or other expenses. Share repurchases under this purchase authorization were made periodically in open-market transactions using our working capital. On February 13, 2024, we announced that our Board authorized the purchase of up to \$300 million of IPG common stock, exclusive of any fees, commissions or other expenses. Share repurchases under these authorizations may be made periodically in open-market transactions, and are subject to market conditions, legal requirements and other factors. The share purchase program authorizations do not obligate us to repurchase any dollar amount or number of our shares, and repurchases could be commenced or suspended from time to time without prior notice.

We repurchased 668,895 shares in the fourth quarter of 2023 under the May 2023 authorization.

**ITEM 6. RESERVED****ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors including, but not limited to, those discussed under Item 1A, "Risk Factors." The following analysis generally discusses 2023 and 2022 items and year-to-year comparisons between 2023 and 2022. Discussions of 2021 items and year-to-year comparisons between 2022 and 2021 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 filed with the SEC on February 27, 2023.*

**Overview**

We develop, manufacture and sell high-performance fiber lasers, fiber amplifiers and diode lasers that are used for diverse applications, primarily in materials processing. We also manufacture and sell complementary products used with our



lasers including optical delivery cables, fiber couplers, beam switches, optical processing heads, in-line sensors and chillers. In addition, we offer laser-based and non-laser based systems for certain markets and applications. Our portfolio of laser solutions is used in materials processing, medical procedures, advanced applications and communications. We sell our products globally to original equipment manufacturers ("OEMs"), system integrators and end users. We market our products internationally, primarily through our direct sales force. Our major manufacturing facilities are located in the United States and Germany. As a result of the Russia-Ukraine conflict and related sanctions, our ability to ship and receive components from our Russian operations, has been significantly curtailed. We have and will continue to expand our manufacturing operations in Germany and the United States, and have added manufacturing capacity in Poland and expanded capacity in Italy to replace capacity in Russia. We have sales and service offices and applications laboratories worldwide.

We are vertically integrated such that we design and manufacture most of the key components used in our finished products, from semiconductor diodes to optical fiber preforms, finished fiber lasers, amplifiers and complementary products. Our vertically integrated operations allow us to reduce manufacturing costs, control quality, rapidly develop and integrate advanced products and protect our proprietary technology.

### **Description of Our Net Sales, Costs and Expenses**

*Net sales.* We derive net sales primarily from the sale of fiber lasers, diode lasers, laser and non-laser based systems, amplifiers and complementary products. We sell our products to OEMs that supply materials processing laser systems, communications systems, medical laser systems and other laser systems to end users. With the sale of our communications transmission product lines in August 2022, we no longer intend to target communications as a principal market. We also sell our laser products and laser and non-laser based systems to end users. Our scientists and engineers work closely with OEMs, systems integrators and end users to analyze their system requirements and match appropriate fiber laser, amplifier or system specifications to those requirements. Our sales cycle varies substantially, ranging from a period of a few weeks to as long as one year or more, but is typically several months.

Sales of our products are generally recognized upon shipment, provided that no obligations remain and collection of the receivable is reasonably assured. Sales of customized large scale material processing systems are recognized over time. Our sales typically are made on a purchase order basis rather than through long-term purchase commitments.

We develop our products to standard specifications and use a common set of components within our product architectures. Our major products are based upon a common technology platform. We continually enhance these and other products by improving their components and developing new components and new product designs.

*Cost of sales.* Our cost of sales consists primarily of the cost of raw materials and components, direct labor expenses and manufacturing overhead. We are vertically integrated and currently manufacture all critical components for our products as well as assemble finished products. We believe our vertical integration allows us to increase efficiencies, leverage our scale and lower our cost of sales. Cost of sales also includes personnel costs and overhead related to our manufacturing, engineering and service operations, related occupancy and equipment costs, shipping costs and reserves for inventory obsolescence and for warranty obligations. Inventories are written off and charged to cost of sales when identified as excess or obsolete.

Due to our vertical integration strategy and ongoing investment in plant and machinery, we maintain a relatively high fixed manufacturing overhead. We may not be able to or choose not to adjust these fixed costs to adapt to rapidly changing market conditions. Our gross margin is therefore significantly affected by our sales volume and the corresponding utilization of capacity and absorption of fixed manufacturing overhead expenses.

*Sales and marketing.* Our sales and marketing expense consists primarily of costs related to compensation, trade shows, professional and technical conferences, travel, facilities, depreciation of equipment used for demonstration purposes and other marketing costs.

*Research and development.* Our research and development expense consists primarily of compensation, development expenses related to the design of our products and certain components, the cost of materials and components to build prototype devices for testing and facilities costs. Costs related to product development are recorded as research and development expenses in the period in which they are incurred.

*General and administrative.* Our general and administrative expense consists primarily of compensation and associated costs for executive management, finance, legal, human resources, information technology and other administrative personnel, outside legal and professional fees, insurance premiums and fees, allocated facilities costs and other corporate expenses such as charges and benefits related to the change in allowance for doubtful debt.

## Factors and Trends That Affect Our Operations and Financial Results

In reading our financial statements, you should be aware of the following factors and trends that our management believes are important in understanding our financial performance.

*Russia-Ukraine Conflict.* The Russia-Ukraine conflict and the sanctions imposed in response to this crisis have significantly curtailed our ability to use our manufacturing operations in Russia to supply other IPG operations outside of Russia. The conflict and the risk of additional sanctions has also increased the levels of uncertainty and risks facing the Company due to our manufacturing operations in Belarus. Since the start of the conflict, we have been executing on plans to reduce our reliance on our Russia and Belarus operations by adding capacity in other countries, increasing inventories worldwide and qualifying third-party suppliers. Since 2022, we began hiring and training additional employees, expanding capacity for increased production, and running additional shifts in the U.S. and Germany and adding additional manufacturing capacity in Italy and Poland.

We believe the contingency measures outlined above that we have already put in place substantially mitigate the effects of the recent sanctions on our ability to supply finished products to customers. If we have not fully mitigated the effect of these and other trade restrictions, or if new sanctions are adopted, our ability to supply finished products to customers could be impacted. Although we believe our contingency plans mitigate the risk of our ability to supply customers with finished product, these plans require additional investments in facilities outside of Russia and Belarus in the near term as well as additional ongoing operating costs, primarily associated with the higher cost of labor outside of Russia and Belarus. While we have sufficient financial resources to make these investments and expenditures, our gross margins and financial results have been and will be adversely impacted by increased operating costs associated with these transitions. Over time, we intend to mitigate some of these increases by producing components in countries with lower labor costs than the United States and Germany, with ongoing product expense reduction initiatives, higher productivity from automation, improved yields and product specifications. We are also continuing to review our operations in Russia and Belarus.

We evaluated the recoverability of certain assets located in Russia during the fourth quarter of 2022 and incurred impairment charges that reduced the value of fixed assets, inventory and other current assets. We also incurred restructuring charges in 2022 and 2023. As of December 31, 2023, we have substantially completed the restructuring program in Russia and recovered the majority of the remaining restructuring charges accrual. Refer to Note 6 "Restructuring" in the notes to the consolidated financial statements for further information.

Sales to third-parties in Russia were approximately 3% of our revenue for the years ended December 31, 2023 and 2022. Our Russian subsidiary has historically supplied certain finished goods for our Chinese market. Sanctions have limited our ability to provide components to Russia for the completion of finished lasers. Although our Russian operation has an amount of safety stock, we are also producing more finished lasers for China at other IPG locations. The total value of product shipped to the Chinese market from Russia was approximately \$15.8 million and \$61.5 million for the years ended December 31, 2023 and 2022, respectively.

At December 31, 2023, we had working capital excluding cash and cash equivalents of \$23.6 million in Russia of which \$20.2 million is inventory. We had \$76.4 million of cash and cash equivalents in Russia. The net asset value of our Russian subsidiary was \$103.9 million. The net value of assets in Russia was reduced by a \$138.5 million other comprehensive loss related to the cumulative translation of the Russian ruble into U.S. dollars. Depending upon the outcome of our review of our Russian operations, we may incur additional asset impairment charges and the other comprehensive loss that is currently in the equity section of our consolidated balance sheets may be charged to our consolidated statements of income.

We continue to manufacture laser cabinets and other mechanical components in Belarus. Trade sanctions have not significantly affected our ability to supply these items from Belarus to other manufacturing locations. The value of the long-lived assets in Belarus was \$31.8 million at December 31, 2023, and we had working capital excluding cash of \$4.4 million in Belarus of which \$4.5 million is inventory. In addition, we had \$5.5 million cash in Belarus. If additional sanctions are imposed on Belarus or Belarus places restrictions on our operations there, it could trigger an asset impairment evaluation and may result in impairment charges in the future.

Our Board of Directors has been monitoring and continues to assess and monitor risks to our business associated with the Russia-Ukraine conflict and our Russian and Belarus operations. Our Directors request and receive management reports from management regarding our Russian and Belarus operations, contingency planning and execution, and impacts on our business at its quarterly and special meetings.

*COVID-19.* Global demand trends have been impacted by the COVID-19 pandemic. While business conditions generally improved from the severe contraction experienced in 2020, it is difficult to predict whether conditions could change if there are additional restrictions imposed as a result of a resurgence in COVID-19 infections. To date, we have been able to accommodate these challenges to our business operations and continue to meet customer demand. If guidelines or mandates from relevant

authorities becomes more restrictive due to a resurgence of COVID-19 in a particular region, the effect on our operations could be more significant.

*Supply Chain.* We and our customers are experiencing improvements in lead times and availability of components purchased from third party suppliers; including many electronic components as compared to those experienced during the COVID-19 pandemic. We, our customers and our suppliers continue to face some constraints related to supply chain and logistics, including availability of capacity, materials, warehouse space, sea containers and higher freight rates. While supply chain and logistics constraints moderated in 2023, they have not yet fully returned to pre-pandemic conditions. Supply chain constraints have not significantly affected our business but they have moderately increased our freight costs, caused us to carry higher levels of safety stock for certain inventory items, and increased the cost of certain electronic components. We received substantial shipments in 2023 of electronic components ordered during the occurrence of shortages from the COVID-19 pandemic. We are implementing changes to our logistics process to address increased freight costs.

*Net sales.* Our annual revenue growth rates have varied from year to year. Net sales decreased by 10% in 2023, decreased by 2% in 2022 and increased 22% in 2021. Our growth rates are subject to several factors, many of which are not in our control. These include:

- Macroeconomic conditions including changes in foreign exchange rates compared to the U.S. dollar;
- Competition;
- Our ability to develop new products and new applications for existing or new products;
- Geopolitical conditions in our end markets; and
- Pandemic, plagues, wars, conflicts, natural disasters or other shocks affecting global trade.

We are experiencing declines for sales in cutting applications. OEM's that manufacture cutting machines were some of the earliest adopters of fiber lasers and this market is now mature so growth trends are more subject to general economic factors affecting capital equipment purchases. In addition, we are experiencing significant price competition in China for lasers sold in this application and we have lost market share in China to competitors as a result. The declines in revenue that we are experiencing in cutting are significantly, but not completely, offset by growth in sales of lasers in other applications and new products. Lasers used for welding applications are growing generally and for electric vehicle and battery manufacturing in particular. Lasers used for foil cutting related to battery manufacturing are another area of growth. We are also experiencing growth in new or emerging products such as LightWELD and laser based systems, lasers used for medical procedures and lasers with short pulse durations and at mid infrared and visible wavelengths. Lasers used for applications such as cleaning and ablation, additive manufacturing, solar cell manufacturing and annealing have become a more significant component of our total sales. While these products and applications are growing, they are only partially offsetting the decline in cutting and sales trends for any one product or application may vary from quarter to quarter or year.

Our business depends substantially upon capital expenditures by end users, particularly by manufacturers using our products for materials processing, which includes general manufacturing, automotive including electric vehicles (EV), other transportation, aerospace, heavy industry, consumer, semiconductor and electronics. Approximately 90% of our revenues in 2023 were from customers using our products for materials processing. Although applications within materials processing are broad, the capital equipment market in general is cyclical and historically has experienced sudden and severe downturns. For the foreseeable future, our operations will continue to depend upon capital expenditures by end users of materials processing equipment and will be subject to the broader fluctuations of capital equipment spending.

In response to inflation, some global central banks have adopted less accommodating monetary policy and have increased benchmark interest rates in several major global economies in 2023. The increase in interest rates is intended to dampen demand that could lead to regional or global recession that may reduce demand for our products. In addition, an increase in interest rates would increase the cost of equipment financed with leases or debt. If inflation starts to moderate in 2024, global central banks may adopt more accommodating monetary policy and reduce benchmark interest rates.

In recent years, our net sales and margins have been negatively impacted by tariffs and trade policy. New tariffs and other changes in U.S. trade policy could trigger retaliatory actions by affected countries, and certain foreign governments.

We are also susceptible to global or regional disruptions such as political instability, geopolitical conflicts, acts of terrorism, significant fluctuations in currency values, natural disasters and pandemics to the extent that they affect macroeconomic conditions, global supply chains or individual IPG locations

The average selling prices of our products generally decrease as the products mature. These decreases result from factors such as increased competition, decreased manufacturing costs and increases in unit volumes. We may also reduce selling prices

in order to penetrate new markets and applications. Furthermore, we may negotiate discounted selling prices from time to time with certain customers that place high unit-volume orders.

The secular shift to fiber laser technology in large materials processing applications, such as welding and cutting applications, had a positive effect on our sales trends in the past such that our sales trends were often better than other capital equipment manufacturers in both positive and negative economic cycles. As the secular shift to fiber laser technology matures in such applications, our sales trends are more susceptible to economic cycles, which can broadly affect the demand for capital equipment including machine tools and industrial lasers, and competition from other fiber laser manufacturers.

*Gross margin.* Our total gross margin in any period can be significantly affected by a number of factors, including net sales, production volumes, competitive factors, product mix, and by other factors such as changes in foreign exchange rates relative to the U.S. dollar. Many of these factors are not under our control. The following are examples of factors affecting gross margin:

- As our products mature, we can experience additional competition, which tends to decrease average selling prices and affects gross margin;
- Our gross margin can be significantly affected by product mix. Within each of our product categories, the gross margin is generally higher for devices with greater average power. These higher power products often have better performance, more difficult specifications to attain and fewer competing products in the marketplace;
- Higher power lasers also use a greater number of optical components, improving absorption of fixed overhead costs and enabling economies of scale in manufacturing;
- The gross margin for certain specialty products may be higher because there are fewer or sometimes no equivalent competing products;
- Customers that purchase devices in greater unit volumes generally are provided lower prices per device than customers that purchase fewer units. In general, lower selling prices to high unit volume customers reduce gross margin although this may be partially offset by improved absorption of fixed overhead costs associated with larger product volumes, which drive economies of scale;
- Gross margin on systems can be lower than gross margin for our laser and amplifier sources, depending on configuration, volume and competitive forces, among other factors;
- Persistent inflation leading to increases in average manufacturing salaries as well as an increase in the purchase price of components including, but not limited to, electronic components and metal parts could negatively impact gross margin if we are not able to pass those increases on to customers by increasing the selling price of our products; and finally,
- Changes in relative exchange rates between currencies we receive when selling our products and currencies we use to pay our manufacturing expenses.
- Our gross margin from products on new manufacturing lines can be lower due to production inefficiencies and high scrap costs.

We expect that some new technologies, products and systems will have returns above our cost of capital but may have gross margins below our corporate average. If we are able to develop opportunities that are significant in size, competitively advantageous or leverage our existing technology base and leadership, our current gross margin levels may not be maintained. Instead, we aim to deliver industry-leading levels of gross margins by growing sales, by taking market share in existing markets, or by developing new applications and markets we address, by reducing the cost of our products and by optimizing the efficiency of our manufacturing operations.

We invested \$110.5 million, \$110.1 million and \$123.1 million in capital expenditures in 2023, 2022 and 2021, respectively. Most of this investment relates to expansion of our manufacturing capacity and, to a lesser extent, research and development and sales-related facilities. We received \$31.2 million, \$26.9 million and \$1.4 million in proceeds from the sale of property, plant and equipment in 2023, 2022 and 2021, respectively.

A high proportion of our costs is fixed so costs are generally difficult to adjust or may take time to adjust in response to changes in demand. In addition, our fixed costs increase as we expand our capacity. If we expand capacity faster than is required by sales levels, gross margins could be negatively affected. Gross margins generally decline if production volumes are lower as a result of a decrease in sales or a reduction in inventory because the absorption of fixed manufacturing costs will be

reduced. Gross margins generally improve when the opposite occurs. If both sales and inventory decrease in the same period, the decline in gross margin may be greater if we cannot reduce fixed costs or choose not to reduce fixed costs to match the decrease in the level of production. If we experience a decline in sales that reduces absorption of our fixed costs, or if we have production issues, our gross margins will be negatively affected.

We also regularly review our inventory for items that are slow-moving, have been rendered obsolete or are determined to be excess. Any provision for such slow-moving, obsolete or excess inventory affects our gross margins. For example, we recorded provisions for slow-moving, obsolete or excess inventory and other inventory related charges totaling \$45.5 million, \$128.0 million and \$34.3 million in 2023, 2022 and 2021, respectively. Inventory provision and related charges of \$74.1 million in 2022 were attributable to Russian operations.

*Selling and general and administrative expenses.* In the past, the Company has invested in selling and general and administrative costs in order to support continued growth in the Company. As the secular shift to fiber laser technology matures, our sales growth becomes more susceptible to the cyclical trends typical of capital equipment manufacturers. Accordingly, our future management of and investments in selling and general and administrative expenses will also be influenced by these trends, although we may still invest in selling or general and administrative functions to support certain initiatives even in economic down cycles. Certain general and administrative expenses are not related to the level of sales and may vary quarter to quarter due to acquisitions, litigation and project related consulting expenses.

*Research and development expenses.* In 2023 and 2022 our research and development expenses decreased primarily due to a reduction of expenses associated with our telecommunications transceiver business, which was sold in August 2022. Going forward, we plan to continue to invest in research and development to improve our existing components and products and develop new components, products, systems and applications technology. We believe that these investments will sustain our position as a leader in the fiber laser industry and will support development of new products that can address new markets and growth opportunities. The amount of research and development expense we incur may vary from period to period. As part of the telecommunications transmission product line divestiture mentioned above, we will no longer be incurring research and development expenses attributed to the development of telecommunications transmission products.

*Goodwill and long-lived assets impairments.* We review our intangible assets and property, plant and equipment for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. Negative industry or economic trends, including reduced estimates of future cash flows, disruptions to our business, slower growth rates, lack of growth in our relevant business units, differences in the estimated product acceptance rates, or market prices below the carrying value of long-lived assets evaluated for sale could lead to impairment charges against our long-lived assets, including goodwill and other intangible assets. We are evaluating the sale of certain U.S.-based assets, including land and building. If the estimated sales value of any of these assets is below carrying value, then we may need to record an asset impairment charge when they are classified as held-for-sale. We have long-lived assets in Belarus with a carrying value of \$31.8 million. If sanctions increase or if the geopolitical situation changes such that we can no longer use Belarus as a source of supply for our laser cabinets and other mechanical components, we may need to evaluate those assets for impairment, which may result in impairment charges.

Our valuation methodology for assessing impairment requires management to make significant judgments and assumptions based on historical experience and to rely heavily on projections of future operating performance at many points during the analysis. Also, the process of evaluating the potential impairment of goodwill is subjective. We operate in a highly competitive environment and projections of future operating results and cash flows may vary significantly from actual results. If our analysis indicates potential impairment to goodwill in one or more of our reporting units, we may be required to record charges to earnings in our financial statements, which could negatively affect our results of operations.

*Foreign exchange.* Because we are a U.S. based company doing business globally, we have both translational and transactional exposure to fluctuations in foreign currency exchange rates. Changes in the relative exchange rate between the U.S. dollar and the foreign currencies in which our subsidiaries operate directly affects our sales, costs and earnings. Differences in the relative exchange rates between where we sell our products and where we incur manufacturing and other operating costs (primarily in the U.S., Germany, Russia, and Belarus) also affects our costs and earnings. Certain currencies experiencing significant exchange rate fluctuations like the euro, the Russian ruble, Chinese yuan and the Japanese yen have had and could have an additional significant impact on our sales, costs and earnings. Our ability to adjust the foreign currency selling prices of products in response to changes in exchange rates is limited and may not offset the impact of the changes in exchange rates on the translated value of sales or costs. In addition, if we increase the selling price of our products in local currencies, this could have a negative impact on the demand for our products.

*Income taxes.* The Organization for Economic Cooperation & Development (OECD) has proposed a two-pillared plan for a revised international tax system. Pillar 1 proposes to reallocate taxing rights among the jurisdictions in which in-scope multinational corporations operate. Based on the current guidance, we do not meet the revenue threshold for Pillar 1 and thus

do not expect any tax impact from implementation. Pillar 2 proposes to assess a 15% minimum tax on the earnings of in-scope multinational corporations on a country-by-country basis. Numerous countries have indicated their intent to adopt the proposal and are drafting legislation to implement the Pillar 2 model rules with a subset of the rules becoming effective January 1, 2024, and the remaining rules becoming effective January 1, 2025, or in later periods. The OECD continues to release additional guidance on the two-pillar framework and it is uncertain if these proposals will be enacted into law in the U.S. or other countries in which we operate. We are continuing to evaluate the impact of the proposed and enacted legislative changes as new information becomes available. It is possible that such proposals as adopted by countries may adversely affect our provision for income taxes. Based on the current drafts of the Pillar 2 proposals, we do not anticipate this will have a material impact on our tax provision or effective tax rate in 2024.

*Major customers.* While we have historically depended on a few customers for a large percentage of our annual net sales, the composition of this group can change from year to year. Net sales derived from our five largest customers as a percentage of our annual net sales were 13%, 15% and 19% in 2023, 2022 and 2021, respectively. One of our customers accounted for 14% of our net accounts receivable as of both December 31, 2023 and 2022. We seek to add new customers and to expand our relationships with existing customers. We anticipate that the composition of our significant customers will continue to change. We generally do not enter into agreements with our customers obligating them to purchase a fixed number or large volume of our fiber lasers or amplifiers. If any of our significant customers were to substantially reduce their purchases from us, our results would be adversely affected.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses. Refer to Note 1, "Nature of Business and Summary of Significant Accounting Policies," in our consolidated financial statements for additional information. By their nature, these estimates and judgments are subject to an inherent degree of uncertainty. We base our estimates and judgments on our historical experience and on other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates, which may materially affect our operating results and financial position. We have identified the following items that require the most significant judgment and often involve complex estimation:

*Revenue Recognition.* Revenue is recognized when transfer of control to the customer occurs (i.e., when our performance obligation is satisfied) in an amount reflecting the consideration that we expect to be entitled. For the majority of our revenue, this typically occurs at a point in time such as shipment or delivery date, but can occur over time for certain of our customized large scale materials processing systems contracts. We also recognize revenue over time for sales of extended warranties. When goods or services have been delivered to the customer, but all conditions for revenue recognition have not been met, deferred revenue and deferred costs are recorded on our consolidated balance sheets.

Judgments and Uncertainties: Recognizing revenue at shipment or delivery involves some judgment, particularly when we receive orders with multiple delivery dates. We allocate the transaction price of the contract to each delivery date based upon the standalone selling price of each distinct product in the contract. We invoice for each scheduled delivery upon shipment and recognize revenue for such delivery when transfer of control has occurred. Recognizing revenue over time for customized large scale materials processing systems contracts is based on our judgment that these systems do not have an alternative use and we have an enforceable right to payment for performance completed to date. Recognizing revenue over time also requires estimation of the progress towards completion based on the projected costs of the contract.

Sensitivity of Estimate to Change: Recognizing revenue at a point in time is sensitive to changes in shipping or delivery dates. Revenue recognition over time is sensitive to the actual costs incurred as compared to the projected total cost of the project. We monitor the actual and projected costs of these contracts closely. A change in the projected cost of a project will affect the estimated percentage of completion, the amount of revenue recognized and estimated gross margin.

*Inventory.* We maintain a reserve for excess or obsolete inventory items. The reserve is based upon a review of inventory materials on hand, which we compare with historic usage, estimated future usage and age. In addition, we review the inventory and compare recorded costs with estimates of current market value. Write-downs are recorded to reduce the carrying value to the net realizable value with respect to any part with costs in excess of current market value. In the fourth quarter of 2022, we performed a review of the inventory in Russia in light of new sanctions which restricted our Russian factory's ability to supply components and finished goods to other IPG locations. We recorded \$74.1 million of additional inventory provision and related charges as a result of that review in 2022.

**Judgments and Uncertainties:** Estimating demand and current market values is inherently difficult, particularly given that we make highly specialized components and products. We determine the valuation of excess and obsolete inventory by making our best estimate considering the current quantities of inventory on hand and our forecast of the need for this inventory to support future sales of our products. We often have limited information on which to base our forecasts. If future sales differ from these forecasts, the valuation of excess and obsolete inventory may change and additional inventory provisions may be required.

**Sensitivity of Estimate to Change:** Because of our vertical integration, a significant or sudden decrease in sales could result in a significant change in the estimates of excess or obsolete inventory valuation. We recorded provisions for slow-moving, obsolete or excess inventory, and inventory related charges totaling \$45.5 million, \$128.0 million and \$34.3 million in 2023, 2022 and 2021, respectively. Because our calculation of slow-moving, excess or obsolete inventory is based on historical and estimated future use of inventory items, the calculation is affected by sales trends. In 2023, as sales decreased the inventory provision related to slow-moving, excess or obsolete inventory increased. In 2022, we recorded inventory provision and related charges of \$74.1 million as a result of the review of the inventory in Russia. For the rest of our operations, as safety stock increased excess and obsolete inventory reserves increased during 2022. In 2021, as sales increased due to recovery from the impact of the Covid-19 pandemic and other factors, our provisions for slow-moving, excess and obsolete inventory reserves decreased.

**Long-lived Asset Impairment** Long-lived assets including definite-lived intangible assets are amortized on a straight-line basis over the estimated useful life. We review these assets for impairment when conditions exist that indicate the carrying amount of the assets may not be recoverable. Such conditions could include significant adverse changes in the business climate, current-period operating or cash flow losses, significant declines in forecasted operations, or a current expectation that an asset group will be disposed of before the end of its useful life. We perform undiscounted operating cash flow analyses to determine if an impairment exists. When testing for impairment of long-lived assets held for use, we group assets at the lowest level for which cash flows are separately identifiable. If an impairment is determined to exist, the loss is calculated based on estimated fair value.

**Judgments and Uncertainties:** Our valuation methodology for assessing impairment requires management to make significant judgments and assumptions based on historical experience and to rely heavily on projections of future operating performance at many points during the analysis. Estimating undiscounted operating cash flow used to determine if there is indication of impairment of a long-lived asset requires us to make assumptions and estimates regarding our future plans, as well as industry, economic, and regulatory conditions. Fair value estimates performed to determine impairment charge amounts. The fair values are subject to underlying changes in estimates and market conditions. Assumptions used in long-lived asset impairment are made at a point in time and require significant judgment; therefore, they are subject to change based on the facts and circumstances present at each impairment test date.

**Sensitivity of Estimate to Change:** Undiscounted cash flow and fair value are sensitive to changes in underlying assumptions, estimates, and market factors. Negative industry or economic trends, including reduced estimates of future cash flows, disruptions to our business, slower growth rates, lack of growth in our relevant business units, differences in the estimated product acceptance rates, or market prices below the carrying value of long-lived assets evaluated for sale could lead to impairment charges against our long-lived assets. We recorded long-lived asset impairment charge of \$1.2 million, \$79.9 million, and nil in 2023, 2022 and 2021, respectively. In the fourth quarter of 2022, we performed a review of the estimated fair value of the long-lived assets in Russia in light of new sanctions and recorded long-lived asset impairment of \$79.0 million as a result of that review.

**Income Taxes and Deferred Taxes.** Our annual tax rate is based on the income generated in the jurisdictions in which we operate, the statutory tax rates in those jurisdictions and tax planning opportunities available to the Company. We file federal and state income tax returns in the United States and income tax returns in all the foreign jurisdictions in which we operate.

**Judgments and Uncertainties:** We estimate our income tax expense in each jurisdiction we operate in after considering, among other factors, the pricing of inter-company transactions on an arm's length basis, the differing tax rates between jurisdictions, allocation factors, tax credits, nondeductible items and changes in enacted tax rates. Significant judgment is required in determining the pricing of inter-company transactions, our annual tax expense and in evaluating our tax positions in the various jurisdictions in which we operate. As we continue to expand globally, there is a risk that, due to complexity within and diversity among the various jurisdictions in which we do business, a governmental agency may disagree with the manner in which we have computed our taxes. Additionally, due to the lack of uniformity among all of the foreign and domestic taxing authorities, there may be situations where the tax treatment of an item in one jurisdiction is different from the tax treatment in another jurisdiction or that the transaction causes a tax liability to arise in another jurisdiction.

In addition, we review the deferred tax assets in each jurisdiction and the positive and negative evidence that would support a conclusion that a valuation allowance is or is not needed. Where it is more likely than not that some portion of the deferred tax assets will not be realized, we record a valuation allowance against the deferred tax assets. The decision to establish a valuation allowance or reverse it is based on management's judgment based on the weight of available evidence including forecasts of future taxable income and the future reversal of existing taxable temporary differences.

**Sensitivity of Estimate to Change:** We provide reserves for potential payments of tax to various tax authorities related to uncertain tax positions and other issues. Reserves recorded are based on a determination of tax benefits claimed in our tax filings and whether these positions are more likely than not to be realized following the resolution of any potential tax audits related to the tax benefit, assuming that the matter in question will be reviewed by the tax authorities. Potential interest and penalties associated with such uncertain tax positions are recorded as a component of income tax expense. As of December 31, 2023, we had \$17.2 million of unrecognized tax benefits, excluding interest and penalties, recorded in other long-term liabilities and deferred income taxes. This tax liability increased by \$3.0 million for tax positions taken in the current year offset by reductions of \$1.3 million for changes in prior period positions.

## Results of Operations

The following table sets forth selected statement of operations data for the periods indicated in dollar amounts and expressed as a percentage of net sales:

	Year Ended December 31,					
	2023		2022		2021	
	(In thousands, except percentages and per share data)					
Net sales	\$ 1,287,439	100.0 %	\$ 1,429,547	100.0 %	\$ 1,460,860	100.0 %
Cost of sales	745,741	57.9	874,134	61.1	764,462	52.3
Gross profit	541,698	42.1	555,413	38.9	696,398	47.7
Operating expenses:						
Sales and marketing	85,679	6.7	76,643	5.3	78,180	5.4
Research and development	98,704	7.7	116,114	8.1	139,573	9.6
General and administrative	125,749	9.7	131,253	9.2	125,882	8.6
Gain on divestiture and sale of asset	—	—	(31,846)	(2.2)	—	—
Impairment of long-lived assets	1,237	0.1	79,949	5.6	—	—
Restructuring charges (recoveries), net	(288)	—	9,697	0.7	—	—
(Gain) loss on foreign exchange	(1,356)	(0.1)	4,103	0.3	(15,120)	(1.0)
Total operating expenses	309,725	24.1	385,913	27.0	328,515	22.6
Operating income	231,973	18.0	169,500	11.8	367,883	25.2
Interest income (expense), net	41,735	3.2	12,620	0.9	(1,839)	(0.1)
Other income, net	1,167	0.1	1,231	0.1	437	—
Income before provision for income taxes	274,875	21.3	183,351	12.8	366,481	25.1
Provision for income taxes	55,997	4.3	72,589	5.1	88,615	6.1
Net income	218,878	17.0	110,762	7.7	277,866	19.0
Less: net income (loss) attributable to non-controlling interest	—	—	853	0.1	(550)	—
Net income attributable to IPG Photonics Corporation common stockholders	\$ 218,878	17.0 %	\$ 109,909	7.6 %	\$ 278,416	19.0 %
Net income attributable to IPG Photonics Corporation per common share:						
Basic	\$ 4.64		\$ 2.17		\$ 5.21	
Diluted	\$ 4.63		\$ 2.16		\$ 5.16	
Weighted average common shares outstanding:						
Basic	47,154		50,761		53,410	
Diluted	47,320		50,925		53,930	



### Comparison of Year Ended December 31, 2023 to Year Ended December 31, 2022

*Net sales.* Net sales decreased by \$142.1 million, or 9.9%, to \$1,287.4 million in 2023 from \$1,429.5 million in 2022. The table below sets forth sales by application:

	Year Ended December 31,				Change	
	2023		2022			
	(In thousands, except for percentages)					
<b>Sales by Application</b>	% of Total		% of Total			
Materials Processing	\$ 1,152,804	89.5 %	\$ 1,291,262	90.3 %	\$ (138,458)	(10.7)%
Other Applications	134,635	10.5 %	138,285	9.7 %	(3,650)	(2.6)%
<b>Total</b>	<b>\$ 1,287,439</b>	<b>100.0 %</b>	<b>\$ 1,429,547</b>	<b>100.0 %</b>	<b>\$ (142,108)</b>	<b>(9.9)%</b>

The table below sets forth sales by type of product and other revenue:

	Year Ended December 31,				Change	
	2023		2022			
	(In thousands, except for percentages)					
<b>Sales by Product</b>	% of Total		% of Total			
High Power Continuous Wave ("CW") Lasers	\$ 524,981	40.8 %	\$ 613,734	42.9 %	\$ (88,753)	(14.5)%
Medium Power CW Lasers	71,672	5.6 %	77,079	5.4 %	(5,407)	(7.0)%
Pulsed Lasers	185,581	14.4 %	250,677	17.5 %	(65,096)	(26.0)%
Quasi-Continuous Wave ("QCW") Lasers	48,648	3.8 %	50,212	3.5 %	(1,564)	(3.1)%
Laser and Non-Laser Systems	161,177	12.5 %	153,471	10.8 %	7,706	5.0 %
Other Revenue including Amplifiers, Service, Parts, Accessories and Change in Deferred Revenue	295,380	22.9 %	284,374	19.9 %	11,006	3.9 %
<b>Total</b>	<b>\$ 1,287,439</b>	<b>100.0 %</b>	<b>\$ 1,429,547</b>	<b>100.0 %</b>	<b>\$ (142,108)</b>	<b>(9.9)%</b>

### **Materials Processing**

Sales for materials processing applications decreased due to lower sales of high power lasers, medium power lasers, pulsed lasers, and QCW lasers, partially offset by higher sales of laser and non-laser systems and other laser products.

- The decrease in high power CW laser sales was due to lower sales for cutting applications as a result of soft industrial demand in China and Europe and increased competition in China.
- The decrease in medium power CW laser sales related to a decrease in demand for cutting applications, partially offset by an increase in additive manufacturing applications.
- Pulsed laser sales, including high power pulsed lasers, decreased due to decreases in e-mobility foil cutting applications, marking and engraving applications and solar cell manufacturing applications, partially offset by growth in sales for cleaning and ablation applications.
- QCW laser sales decreased due to lower demand in fine processing for consumer electronics applications.
- Laser and non-laser systems sales benefited from higher demand for LightWELD.
- Other revenue for materials processing increased due to higher sales of accessories and parts and service.

### **Other Applications**

Sales from other applications decreased mainly due to decreased sales for communications products as a result of the business divestiture in the third quarter of 2022, partially offset by increased demand for lasers used in medical procedures and advanced applications.

Our net sales were derived from customers in the following geographic regions:

	Year Ended December 31,				Change	
	2023		2022			
	(In thousands, except for percentages)					
<b>Sales by Geography</b>		% of Total		% of Total		
North America <sup>(1)</sup>	\$ 313,986	24.4 %	\$ 338,713	23.7 %	\$ (24,727)	(7.3)%
Europe:						
Germany	88,026	6.8 %	85,491	6.0 %	2,535	3.0 %
Other Europe	291,336	22.6 %	294,481	20.6 %	(3,145)	(1.1)%
Asia:						
China	355,321	27.6 %	479,926	33.6 %	(124,605)	(26.0)%
Japan	72,333	5.6 %	57,865	4.0 %	14,468	25.0 %
Other Asia	142,378	11.1 %	152,373	10.7 %	(9,995)	(6.6)%
Rest of World	24,059	1.9 %	20,698	1.4 %	3,361	16.2 %
Total	\$ 1,287,439	100.0 %	\$ 1,429,547	100.0 %	\$ (142,108)	(9.9)%

<sup>(1)</sup> The substantial majority of sales in North America are to customers in the United States.

*Cost of sales and gross margin.* Cost of sales decreased by \$128.4 million, or 14.7%, to \$745.7 million in 2023 from \$874.1 million in 2022. Our gross margin increased to 42.1% in 2023 from 38.9% in 2022. Gross margin increased compared to the prior year primarily because we did not record any additional inventory provisions and other charges related to our Russian operations, which were \$74.1 million and reduced gross margin by 5.2% in 2022. This improvement to gross margin was partially offset by an increase in cost of product sold. As we expand production capacity in the U.S., Germany, Italy and Poland to replace dependency on our Russian and Belarus operations, we incurred higher manufacturing costs as a percentage of sales due to higher compensation costs, lower yields and manufacturing inefficiencies and higher scrap expense as we ramped up manufacturing capacity in existing and new locations. Expenses related to provisions for excess or obsolete inventory and other valuation adjustments decreased by \$82.5 million to \$45.5 million, or 3.5% of sales, for the year ended December 31, 2023, as compared to \$128.0 million, or 9.0% of sales, for the year ended December 31, 2022.

*Sales and marketing expense.* Sales and marketing expense increased by \$9.1 million, or 11.9%, to \$85.7 million in 2023 from \$76.6 million in 2022. This change was primarily a result of an increase of \$7.0 million in personnel and related costs, driven by an increase in sales and marketing department headcount. As a percentage of sales, sales and marketing expense was 6.7% and 5.3% of sales in 2023 and 2022, respectively.

*Research and development expense.* Research and development expense decreased by \$17.4 million, or 15.0%, to \$98.7 million in 2023 from \$116.1 million in 2022. This change was primarily a result of a decrease of \$5.1 million in personnel and related costs, a decrease of \$5.6 million in depreciation and amortization expenses, and a decrease of \$2.0 million in materials and other R&D expense. The decreases were primarily a result of the divestiture of telecommunications transmission product line in August 2022, and the impairment of fixed assets related to our Russian operation in 2022. As a percentage of sales, research and development expense decreased to 7.7% in 2023 from 8.1% in 2022. We expect to continue to invest in research and development efforts for our continuing products and increase expenses in whole dollars.

*General and administrative expense.* General and administrative expense decreased by \$5.6 million, or 4.3%, to \$125.7 million in 2023 from \$131.3 million in 2022. This change was primarily a result of a decrease of \$3.9 million in depreciation expense as a result of disposing our corporate aircraft and impairing our Russia long-lived assets in 2022, and a decrease of \$2.1 million in consultants, partially offset by an increase of \$3.7 million in personnel and related costs. As a percentage of sales, general and administrative expense increased to 9.8% in 2023 from 9.2% in 2022.

*Effect of exchange rates on sales, gross margin and operating expenses.* We estimate that if exchange rates had been the same as one year ago, sales in 2023 would have been \$34.9 million higher, gross margin would have been \$21.2 million higher and sales and marketing, research and development and general and administrative expenses would have been \$4.9 million higher. These estimates assume constant exchange rates between fiscal year 2023 and fiscal year 2022 and are calculated using the average exchange rates for the twelve-month period ended December 31, 2022 for the respective currencies, which were US\$1=Euro 0.95, US\$1=Japanese yen 131, US\$1=Chinese yuan 6.73 and US\$1=Russian ruble 68.

*Impairment of long-lived assets.* We recorded a non-cash long-lived asset impairment charge of \$1.2 million in 2023 as compared to \$79.9 million in 2022. The impairment of long-lived assets in 2023 was related to the right-of-use asset ("ROU" asset) for a leased building associated with our Submarine Network Division business that was previously divested. Attempts to sublease the space have been unsuccessful. As of December 31, 2023, the ROU asset related to this lease has been reduced to zero. The long-lived asset impairment in 2022 was related to Russian operations.

*Restructuring charges (recoveries), net* We recorded a net restructuring recovery of \$0.3 million in 2023 as compared to a restructuring charge of \$9.7 million in 2022. In 2023, we substantially completed the restructuring program at our Russian subsidiary. As a result, we released \$1.7 million that had been accrued in relation to restructuring expenses. The restructuring charges in 2022 are primarily related to restructuring costs in Russia. In addition, some restructuring charges related to the closure of our office in Lebanon which had supported the communications transmission business which we divested in the third quarter of 2022.

*(Gain) loss on foreign exchange.* We incurred a foreign exchange gain of \$1.4 million in 2023 as compared to a loss of \$4.1 million in 2022. The gain in 2023 was primarily attributable to depreciation of the Russian ruble, partially offset by losses from appreciation of the Euro and depreciation of the Chinese yuan as compared to the U.S. dollar.

*Interest income, net.* Interest income, net was \$41.7 million in 2023 compared to \$12.6 million in 2022. The change in interest income, net, was driven by an increase in yields on cash equivalents and short term investments that resulted in higher market interest rates as compared to prior year rates.

*Provision for income taxes.* Provision for income taxes was \$56.0 million in 2023 compared to \$72.6 million in 2022, representing an effective tax rate of 20.4% in 2023 and 39.6% in 2022. The decrease in tax expense was due primarily to discrete items. Discrete adjustments in 2023 resulted in a \$5.7 million decrease in tax expense, which includes (i) \$4.3 million decrease in the valuation allowance primarily due to current year profits in our Russian subsidiary and (ii) \$3.5 million related to a decrease in uncertain tax positions and the results of tax audits. These benefits were partly offset by an increase in tax expense for \$1.8 million for equity-based compensation deductions reflected in book income in excess of the deductions allowed for tax purposes. Discrete adjustments in 2022 resulted in a \$23.2 million increase in tax expense, which includes (i) \$35.8 million increase in the valuation allowance primarily related to deferred tax assets in our Russian subsidiary which were provided in conjunction with the restructuring and other charges discussed above and (ii) \$2.7 million for equity-based compensation deductions reflected in book income in excess of the deductions allowed for tax purposes. These detriments were partly offset by (i) \$10.1 million for the acceptance of amended returns related to incentives offered for capital investment; (ii) \$3.9 million related to a reversal of tax reserves primarily due to the expiry of the statute of limitations for the year in which the reserve was established.

*Net income attributed to IPG Photonics Corporation.* Net income attributable to IPG Photonics Corporation increased by \$109.0 million to \$218.9 million in 2023 from \$109.9 million in 2022. Net income attributable to IPG Photonics Corporation as a percentage of our net sales increased by 9.4% to 17.0% in 2023 from 7.6% in 2022 due to the factors described above.

## **Liquidity and Capital Resources**

We believe that our existing cash and cash equivalents, short-term investments, our cash flows from operations and our existing lines of credit provide us with the financial flexibility to meet our liquidity and capital needs. We expect to continue making investments in capital expenditures, to assess acquisition opportunities and to repurchase shares of our stock in accordance with our repurchase program. The extent and timing of such expenditures may vary from period to period. Our future long-term capital requirements will depend on many factors including our level of sales, the impact of the economic environment on our growth including any ongoing impact of the COVID-19 pandemic on certain global or regional economies, global or regional recessions, the timing and extent of spending to support development efforts, expansion of global sales and marketing activities, government regulation including trade sanctions, the timing and introductions of new products, the need to ensure access to adequate manufacturing capacity and the continuing market acceptance of our products. As of December 31, 2023, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures or capital resources.

Included in cash and cash equivalents are \$76.4 million of cash and cash equivalents located in Russia, and \$5.5 million of cash and cash equivalents located in Belarus, as of December 31, 2023. Cash and cash equivalents in Russia are subject to capital controls that prevent repatriation by dividend or distribution of capital. There are currently no restrictions on our ability to use cash and cash equivalents in Russia for operating purposes including converting cash to foreign currency for the payment of goods received from vendors outside of Russia. The Russian operations are self-funding. Approximately 6% of our consolidated working capital including cash, cash equivalents and short-term investments is located in Russia. We are making no new investments in Russia.

The following table presents our principal sources of liquidity:

	As of December 31,	
	2023	2022
	(In thousands)	
Cash and cash equivalents	\$ 514,674	\$ 698,209
Short-term investments	662,807	479,374
Unused credit lines and overdraft facilities	78,506	125,965
Working capital (excluding cash and cash equivalents and short-term investments)	522,312	534,045

Short-term investments at December 31, 2023 consist of liquid investments including U.S. Treasury and agency obligations, corporate bonds, commercial paper, and term deposits with original maturities of greater than three months but less than one year. See Note 3, "Fair Value Measurements" in the notes to the consolidated financial statements for further information about our short-term investments.

The following table details our line-of-credit facilities as of December 31, 2023:

Description	Total Facility/ Note	Interest Rate	Maturity	Security
U.S. Revolving Line of Credit <sup>(1)</sup>	\$75.0 million	BSBY plus 0.8% to 1.2%, depending on our performance	April 2025	Unsecured
Euro Credit Facility (Germany) <sup>(2)</sup>	Euro 5.0 million (\$5.5 million)	€STR rate plus 0.97%	December 2028	Unsecured, guaranteed by parent company
Euro Facility <sup>(3)</sup>	Euro 1.5 million (\$1.7 million)	Euribor plus 1.25%	June 2024	Common pool of assets of Italian subsidiary

<sup>(1)</sup> This facility is available to certain foreign subsidiaries in their respective local currencies. At December 31, 2023, there were no amounts drawn on this line, however, there were \$2.5 million of guarantees issued against the line which reduces total availability.

<sup>(2)</sup> This facility is available to certain foreign subsidiaries in their respective local currencies. At December 31, 2023, there were no amounts drawn on this line, however, there were \$1.2 million of guarantees issued against the line which reduces total availability.

<sup>(3)</sup> At December 31, 2023, there were no drawings. This facility renews annually.

Our largest committed credit line is with Bank of America N.A. in the amount of \$75.0 million, which is not syndicated. We are required to meet certain financial covenants associated with our U.S. revolving line of credit. These covenants, tested quarterly, include an interest coverage ratio and a funded debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") ratio. The interest coverage covenant requires that we maintain a trailing twelve-month ratio of EBITDA to interest on all obligations that is at least 3.0:1.0. The funded debt to EBITDA covenant requires that the sum of all indebtedness for borrowed money on a consolidated basis be less than three times our trailing twelve months EBITDA. Funded debt is decreased by our cash and available marketable securities not classified as long-term investments in the U.S. in excess of \$50 million up to a maximum of \$500 million. We were in compliance with all such financial covenants as of and for the three months ended December 31, 2023.

See Note 11, "Financing Arrangements" in the notes to the consolidated financial statements for further information about our facilities and term debt.

The following table summarizes our material cash commitments at December 31, 2023 and the effect such commitments are expected to have on our liquidity and cash flows in future periods. We intend to use our existing cash, cash equivalents and short term investments as well as cash generated from operations as sources of funds for these material commitments.

	Payments Due in	
	Total	Less Than 1 Year
	(In thousands)	
Operating lease obligations	\$ 20,996	\$ 5,224
Purchase obligations	27,404	22,008
Total <sup>(1)</sup>	\$ 48,400	\$ 27,232

<sup>(1)</sup> Excludes obligations related to ASC 740, reserves for uncertain tax positions, because we are unable to provide a reasonable estimate of the timing of future payments relating to the remainder of these obligations. See Note 17, "Income Taxes" to the consolidated financial statements.

The following table presents cash flow activities:

	As of December 31,	
	2023	2022
	(In thousands)	
Cash provided by operating activities	\$ 295,986	\$ 212,649
Cash (used in) provided by investing activities	(237,554)	296,952
Cash used in financing activities	(236,380)	(514,549)

*Operating activities.* Net cash provided by operating activities increased by \$83.4 million to \$296.0 million in 2023 from \$212.6 million in 2022 primarily due to a decrease in cash used by working capital. Our largest working capital items are inventory and accounts receivable. Items such as accounts payable to third parties, prepaid expenses and other current assets and accrued expenses and other liabilities are not as significant as our working capital investment in accounts receivable and inventory because of the amount of value added within IPG due to our vertically integrated structure. Accruals and payables for personnel costs including bonuses and income and other taxes payable are largely dependent on the timing of payments for those items. The increase in cash flow from operating activities in 2023 primarily resulted from:

- an increase in cash provided by inventory as we moderated investment in safety stock related to supply chain disruptions for third party electronic parts and components internally manufactured by our factory in Russia; and
- an increase in cash provided by other taxes payable driven by the timing of estimated tax payments made and refunds received from filing tax returns.

The increases in cash provided by operating activities were partially offset by:

- a decrease in cash provided by net income after adjusting for non-cash operating activities, mainly due to lower sales in 2023;
- an increase in cash used by accounts receivable, including an increase in days sales outstanding;
- an increase in cash used by prepaid expenses and other assets; and
- an increase in cash used by accounts payable due to timing of payments.

*Investing activities.* Net cash used in investing activities was \$237.6 million in 2023 as compared to cash provided by investing activities of \$297.0 million in 2022. The cash used in investing activities in 2023 primarily related to \$158.9 million of net cash used for purchases of short-term investments, and \$110.5 million of cash used for property, plant and equipment, partially offset by \$31.2 million of proceeds from the sale of property, plant and equipment. The cash provided by investing activities in 2022 primarily related to \$329.3 million of net proceeds from short-term investments, \$52.9 million of proceeds received from the divestiture of the telecommunications transmission product lines, net of cash sold, and \$26.9 million of proceeds from the sale of property, plant and equipment mainly from the sale of corporate aircraft; partially offset by \$110.1 million of cash used for property, plant and equipment.

In 2024, we expect to incur approximately \$120.0 million to \$130.0 million in capital expenditures net of asset divestitures. Capital expenditures include investments in property, facilities and equipment to add capacity worldwide to support anticipated revenue growth, increase vertical integration, increase redundant manufacturing capacity for critical components and enhance research and development capabilities. The timing and extent of any capital expenditures in and between periods can have a significant effect on our cash flow. If we obtain financing for certain projects, our cash expenditures would be reduced in the year of expenditure. Many of the capital expenditure projects that we undertake have long lead times

and are difficult to cancel or defer to a later period. We intend to finance our capital expenditures with existing cash, cash equivalents and short term investments as well as with cash generated from operations.

*Financing activities.* Net cash used in financing activities was \$236.4 million and \$514.5 million in 2023 and 2022, respectively. The cash used in financing activities in 2023 was primarily related to the purchase of \$223.5 million of treasury stock, \$16.0 million of principal payments on our long-term borrowings; partially offset by net proceeds of \$3.1 million from the exercise of stock options net of amounts disbursed in relation to shares withheld to cover employee income taxes due upon the vesting and release of restricted stock units and shares issued under our employee stock purchase plan. The cash used in financing activities in 2022 was primarily related to the purchase of \$499.5 million of treasury stock, \$18.1 million of principal payments on our long-term borrowings, the purchase of non-controlling interests of \$2.5 million related to the divestiture of the telecommunications transmission product lines; partially offset by net proceeds of \$5.6 million from the exercise of stock options net of amounts disbursed in relation to shares withheld to cover employee income taxes due upon the vesting and release of restricted stock units and shares issued under our employee stock purchase plan.

## **Recent Accounting Pronouncements**

See Note 1, "Nature of Business and Summary of Significant Accounting Policies" in the notes to the consolidated financial statements for a full description of recent accounting pronouncements, including the respective dates of adoption or expected adoption and effects on our consolidated financial statements contained in Part IV of this Annual Report.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risk in the ordinary course of business, which consists primarily of interest rate risk associated with our cash and cash equivalents and foreign exchange rate risk.

*Interest rate risk.* Certain interest rates are variable and fluctuate with current market conditions. Our investments have limited exposure to market risk. We maintain a portfolio of cash, cash equivalents and short-term investments, consisting primarily of money market funds and term deposits, commercial paper, corporate bonds, U.S. government and agency securities and term deposits. None of these investments have a maturity date in excess of one year. Because of the short-term nature of these instruments, a sudden change in market interest rates would not be expected to have a material impact on our financial condition or results of operations.

We are also exposed to market risk as a result of increases or decreases in the amount of interest expense we must pay on our borrowings on our bank credit facilities. Although our U.S. revolving line of credit and our Euro credit facilities have variable rates, we do not believe that a 10% change in market interest rates would have a material impact on our financial position or results of operations.

*Exchange rates.* Due to our international operations, a significant portion of our net sales, cost of sales and operating expenses are denominated in currencies other than the U.S. dollar, principally the Euro, the Russian ruble, and the Chinese yuan. Changes in the exchange rate of the U.S. dollar versus the functional currencies of our subsidiaries affect the translated value and relative level of sales and net income that we report from one period to the next. In addition, our subsidiaries may have assets or liabilities denominated in a currency other than their functional currency which results in foreign exchange transaction gains and losses due to changes in the value of the functional currency versus the currency the assets and liabilities are denominated in. In 2023 we incurred a gain on foreign exchange transactions of \$1.4 million as compared to a loss of \$4.1 million in 2022. As our Russia subsidiary has net U.S. dollar denominated assets, the depreciation of the Russian ruble contributed to most of the foreign exchange gain in 2023, partially offset by the loss from the appreciation of the Euro as our German subsidiary has net U.S. dollar denominated assets, and the loss from the depreciation of the Chinese yuan as our Chinese subsidiary has net U.S. dollar denominated liability. Management attempts to minimize these exposures by partially or fully off-setting foreign currency denominated assets and liabilities at our subsidiaries that operate in different functional currencies. The effectiveness of this strategy can be limited by the volume of underlying transactions at various subsidiaries and by our ability to accelerate or delay inter-company cash settlements. As a result, we are unable to create a perfect offset of the foreign currency denominated assets and liabilities. Furthermore, if we expect a currency movement to be beneficial to us in the short or medium term, we have, on occasions, chosen not to hedge or otherwise offset the underlying assets or liabilities. However, it is difficult to predict foreign currency movements accurately.

At December 31, 2023, our material foreign currency exposure is net U.S. dollar denominated assets at subsidiaries where the Euro or the Russian ruble is the functional currency and U.S. dollar denominated liabilities where the Chinese yuan is the functional currency. The net U.S. dollar denominated assets are comprised of cash, third party receivables and inter-company receivables offset by third party and inter-company U.S. dollar denominated payables. The U.S. dollar denominated liabilities are comprised of inter-company payables. A 5% change in the relative exchange rate of the U.S. dollar to the Euro applied to

the net U.S. dollar asset balances as of December 31, 2023, would result in a foreign exchange gain of \$1.9 million if the U.S. dollar appreciated and a \$2.0 million foreign exchange loss if the U.S. dollar depreciated. A 5% change in the relative exchange rate of the U.S. dollar to the Ruble applied to the net U.S. dollar asset balances as of December 31, 2023, would result in a foreign exchange gain of \$0.2 million if the U.S. dollar appreciated and a \$0.2 million foreign exchange loss if the U.S. dollar depreciated. A 5% change in the relative exchange rate of the U.S. dollar to the Chinese yuan applied to the net U.S. dollar liability balances as of December 31, 2023, would result in a foreign exchange loss of \$1.1 million if the U.S. dollar appreciated and a \$1.1 million foreign exchange gain if the U.S. dollar depreciated. Volatility between the U.S. dollar and the currencies to which we are exposed may be increased by the COVID-19 pandemic, sanctions on the Russian government and changes in central bank policy, primarily, related to interest rates.

In addition, we are exposed to foreign currency translation risk for those subsidiaries whose functional currency is not the U.S. dollar as changes in the value of their functional currency relative to the U.S. dollar affect the translated amounts of our assets and liabilities. Changes in the translated value of assets and liabilities due to changes in functional currency exchange rates relative to the U.S. dollar result in foreign currency translation adjustments that are a component of other comprehensive income or loss on the consolidated statements of comprehensive income.

Foreign currency derivative instruments can also be used to hedge exposures and reduce the risks of certain foreign currency transactions; however, these instruments provide only limited protection and can carry significant cost. We have no foreign currency derivative instrument hedges as of December 31, 2023. We will continue to analyze our exposure to currency exchange rate fluctuations and may engage in financial hedging techniques in the future to attempt to minimize the effect of these potential fluctuations. Exchange rate fluctuations may adversely affect our financial results in the future.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

This information is incorporated by reference from pages F-1 through F-29 of this report.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

Under the supervision of our Chief Executive Officer and our Chief Financial Officer, our management has evaluated the effectiveness of the design and operation of our "disclosure controls and procedures" (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this Annual Report on Form 10-K (the "Evaluation Date") utilizing the Committee of Sponsoring Organizations of the Treadway Commission's Internal Control - Integrated Framework ("COSO") Updated Framework issued in 2013. Based upon that evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

### **Management's Annual Report on Internal Control Over Financial Reporting**

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and its subsidiaries. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our management conducted an assessment of the effectiveness of our internal control over financial reporting as of the Evaluation Date based on criteria established in COSO utilizing the Updated Framework issued in 2013. Based on this assessment, our management concluded that, as of the Evaluation Date, our internal control over financial reporting was effective.

Our independent registered public accounting firm, Deloitte & Touche LLP, has audited our internal control over financial reporting, as stated in their report below.

**Changes in Internal Controls**

There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Limitations on Effectiveness of Controls**

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that the disclosure controls and procedures or internal control over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, errors and instances of fraud, if any, within the company have been or will be detected.



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of  
IPG Photonics Corporation  
Marlborough, Massachusetts

### Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of IPG Photonics Corporation and subsidiaries (the “Company”) as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2023, of the Company and our report dated February 21, 2024, expressed an unqualified opinion on those financial statements.

### Basis for Opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control over Financial Reporting

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Boston, Massachusetts  
February 21, 2024

**ITEM 9B. OTHER INFORMATION**

None of our directors or executive officers adopted or terminated a Rule 10b5-1 trading arrangement or adopted or terminated a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the quarter ended December 31, 2023.

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Certain of the information required hereunder is incorporated herein by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A, which Proxy Statement is anticipated to be filed with the SEC within 120 days after December 31, 2023. Pursuant to General Instruction G(3) of Form 10-K, additional information required hereunder relating to our executive officers is contained in Part I of this Annual Report on Form 10-K under the caption "Executive Officers of the Registrant."

**ITEM 11. EXECUTIVE COMPENSATION**

The information required hereunder is incorporated herein by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A, which Proxy Statement is anticipated to be filed with the SEC within 120 days after December 31, 2023.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required hereunder is incorporated herein by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A, which Proxy Statement is anticipated to be filed with the SEC within 120 days after December 31, 2023, with the exception of the information regarding securities authorized for issuance under our equity compensation plans, which is set forth below.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, RSUs and PSUs (a)	Weighted-Average Exercise Price of Outstanding Options, RSUs and PSUs (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity Compensation Plans Approved by Security Holders <sup>(1)</sup>	1,388,347	\$ 144.72	3,247,512
Equity Compensation Plans Not Approved by Security Holders	—		—
<b>Total</b>	<b>1,388,347</b>		<b>3,247,512</b>

<sup>(1)</sup> As of December 31, 2023, there were 3,107,336 shares available for future issuance under the 2006 Incentive Compensation Plan and 140,176 shares available for future issuance under the employee stock purchase plan.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required hereunder is incorporated herein by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A, which Proxy Statement is anticipated to be filed with the SEC within 120 days after December 31, 2023.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required hereunder is incorporated herein by reference to our definitive Proxy Statement to be filed pursuant to Regulation 14A, which Proxy Statement is anticipated to be filed with the SEC within 120 days after December 31, 2023.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

a. The following documents are filed as part of this Annual Report on Form 10-K:

1. Financial Statements.

See Index to Financial Statements on page F-1.

2. Financial Statement Schedules.

All schedules are omitted because they are not applicable or the required information is shown on the financial statements or notes thereto.

3. Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
3.1	<a href="#"><u>Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 1, 2023)</u></a>
3.2	<a href="#"><u>Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Commission on January 23, 2023)</u></a>
4.1	<a href="#"><u>Specimen Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement No. 333-136521 filed with the Commission on November 14, 2006)</u></a>
4.2	<a href="#"><u>Description of the Registrant's Securities Registered under Section 12 of the Exchange Act (incorporated by reference to Exhibit 4.2 to the Registrant's Annual Report on Form 10-K filed with the Commission on February 24, 2020)</u></a>
10.1 <sup>†</sup>	<a href="#"><u>2006 Incentive Compensation Plan, as amended and restated effective May 23, 2023 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 1, 2023)</u></a>
10.2 <sup>†</sup>	<a href="#"><u>IPG Photonics Corporation Non-Employee Director Compensation Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on February 22, 2023)</u></a>
10.3 <sup>†</sup>	<a href="#"><u>Senior Executive Annual Incentive Plan, as amended and restated April 28, 2020 (incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K filed with the Commission on February 27, 2023)</u></a>
10.4 <sup>†</sup>	<a href="#"><u>IPG Photonics Corporation 2008 Employee Stock Purchase Plan, as amended and restated effective December 1, 2018 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 3, 2019)</u></a>
10.5 <sup>†</sup>	<a href="#"><u>Secondment Agreement dated May 4, 2021 among the Registrant, IPG Laser GmbH and Dr. Eugene Scherbakov (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 4, 2021)</u></a>
10.6 <sup>†</sup>	<a href="#"><u>Service Agreement dated May 4, 2021 between IPG Laser GmbH and Dr. Eugene Scherbakov (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 4, 2021)</u></a>
10.7 <sup>†</sup>	<a href="#"><u>Amendment to Dr. Scherbakov Service Agreement (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on September 1, 2023)</u></a>
10.8 <sup>†</sup>	<a href="#"><u>Confidentiality, Non-Competition and Confirmatory Assignment Agreement dated May 4, 2021 between the Registrant and Dr. Eugene Scherbakov (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on August 4, 2021)</u></a>
10.9 <sup>†</sup>	<a href="#"><u>Form of Employment Agreement dated May 30, 2019 between the Registrant and each of Timothy P.V. Mammen, Angelo P. Lopresti and Alexander Ovtchinnikov (incorporated by reference to Exhibit 10.7 to the Registrant's Annual Report on Form 10-K filed with the Commission on February 24, 2020)</u></a>
10.10 <sup>†</sup>	<a href="#"><u>Form of Confidentiality, Non-Competition and Confirmatory Assignment Agreement between the Registrant and each of the named executive officers and certain other executive officers, (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed with the Commission on October 15, 2013)</u></a>
10.11 <sup>†</sup>	<a href="#"><u>Form of Letter amending Confidentiality, Non-Competition and Confirmatory Assignment Agreements between the Registrant and each of the named executive officers and certain other executive officers (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K/A filed with the Commission on February 22, 2017)</u></a>
10.12	<a href="#"><u>Form of Indemnification Agreement between the Registrant and each of its Directors and Executive Officers (incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K/A filed with the Commission on February 22, 2017)</u></a>
10.13	<a href="#"><u>Second Amended and Restated Loan Agreement, between the Registrant and Bank of America, N.A. dated as of March 25, 2020 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on March 26, 2020)</u></a>

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
10.14	<a href="#">Revolving Credit Note, between the Registrant and Bank of America, N.A., dated March 25, 2020 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the Commission on March 26, 2020)</a>
21.1*	<a href="#">List of Subsidiaries</a>
23.1*	<a href="#">Consent of Deloitte &amp; Touche LLP</a>
31.1*	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended</a>
31.2*	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended</a>
32.1**	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 1350</a>
97*	<a href="#">IPG Photonics Corporation Incentive Based Compensation Recoupment Policy</a>
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	Inline XBRL Taxonomy Definition Linkbase
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase
104*	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

\* Filed herewith.

\*\* Furnished herewith. The certification attached as Exhibit 32.1 that accompanies this Annual Report on Form 10-K is deemed furnished and not filed with the SEC and is not to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date of this Annual Report on Form 10-K, irrespective of any general incorporation.

† Identifies management contract or compensatory plans or arrangements required to be filed as an exhibit.

b. Exhibits.

See (a)(3) above.

c. Additional Financial Statement Schedules.

All schedules are omitted because they are not applicable or the required information is shown on the financial statements or notes thereto.

#### **ITEM 16. FORM 10-K SUMMARY**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 21, 2024.

IPG PHOTONICS CORPORATION

By: /s/ Eugene A. Scherbakov  
 Eugene A. Scherbakov  
*Chief Executive Officer*

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eugene A. Scherbakov and Angelo P. Lopresti, jointly and severally, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Eugene A. Scherbakov</u> Eugene A. Scherbakov	Chief Executive Officer and Director (Principal Executive Officer)	February 21, 2024
<u>/s/ Timothy P.V. Mammen</u> Timothy P.V. Mammen	Senior Vice President, Chief Financial Officer (Principal Financial Officer)	February 21, 2024
<u>/s/ Thomas J. Burgomaster</u> Thomas J. Burgomaster	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	February 21, 2024
<u>/s/ Gregory Beecher</u> Gregory Beecher	Director	February 21, 2024
<u>/s/ Michael Child</u> Michael Child	Director	February 21, 2024
<u>/s/ Jeanmarie Desmond</u> Jeanmarie Desmond	Director	February 21, 2024
<u>/s/ Gregory Dougherty</u> Gregory Dougherty	Director	February 21, 2024
<u>/s/ Kolleen Kennedy</u> Kolleen Kennedy	Director	February 21, 2024
<u>/s/ Eric Meurice</u> Eric Meurice	Director	February 21, 2024
<u>/s/ Natalia Pavlova</u> Natalia Pavlova	Director	February 21, 2024
<u>/s/ John Peeler</u> John Peeler	Non-Executive Chair of the Board and Director	February 21, 2024
<u>/s/ Agnes Tang</u> Agnes Tang	Director	February 21, 2024

## INDEX TO FINANCIAL STATEMENTS

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of  
IPG Photonics Corporation  
Marlborough, Massachusetts

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of IPG Photonics Corporation and subsidiaries (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of income, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2023, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 21, 2024, expressed an unqualified opinion on the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### Excess or Obsolete Inventory Reserve: Refer to Notes 1 and 4 to the financial statements

##### *Critical Audit Matter Description*

The Company evaluates inventory each reporting period for excess quantities and obsolescence, establishing reserves when necessary based upon historic usage, estimated future usage and age. Once recorded, these reserves are considered permanent adjustments to the carrying value of inventory. As of December 31, 2023, the Company has inventories of \$453.9 million, net of excess quantities and obsolescence reserves.

We identified the reserve for excess quantities and obsolete inventory as a critical audit matter because of the significant estimates and assumptions management makes to quantify the reserve, including the determination of expected demand, especially when considering the vertically integrated nature of the Company as well as parts subject to technological obsolescence. This required a high degree of auditor judgment and an increased extent of effort when performing audit procedures to evaluate the policy and the reasonableness of assumptions including expected demand.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to management's judgments underlying the calculation of excess or obsolete inventory reserve, included the following, among others:

- We tested the effectiveness of controls over inventory, including those over the estimation of reserves for excess quantities and obsolescence.
- We evaluated the reasonableness of the Company's excess and obsolete reserve policy, considering historical experience and the underlying assumptions.
- We tested the calculation of the excess and obsolete reserve pursuant to the Company's policy, including the completeness and accuracy of the data used in the calculation.
- For a sample of inventory parts, we evaluated management's ability to estimate future demand by comparing actual inventory usage to estimates made in prior years.
- We considered the existence of contradictory evidence based on consideration of internal communication to management and the board of directors, Company press releases, and analysts' reports, as well as any changes within the business.

/s/ Deloitte & Touche LLP

Boston, Massachusetts  
February 21, 2024

We have served as the Company's auditor since 1999.

**IPG PHOTONICS CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2023	2022
(In thousands, except share and per share data)		
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 514,674	\$ 698,209
Short-term investments	662,807	479,374
Accounts receivable, net	219,053	211,347
Inventories	453,874	509,363
Prepaid income taxes	26,038	40,934
Prepaid expenses and other current assets	38,208	47,047
Total current assets	1,914,654	1,986,274
Deferred income taxes, net	88,788	75,152
Goodwill	38,540	38,325
Intangible assets, net	26,234	34,120
Property, plant and equipment, net	602,257	580,561
Other assets	28,425	28,848
Total assets	<u>\$ 2,698,898</u>	<u>\$ 2,743,280</u>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ —	\$ 16,031
Accounts payable	28,618	46,233
Accrued expenses and other liabilities	181,350	202,764
Income taxes payable	4,893	9,618
Total current liabilities	214,861	274,646
Other long-term liabilities and deferred income taxes	68,652	83,274
Total liabilities	283,513	357,920
Commitments and contingencies (Note 14)		
IPG Photonics Corporation equity:		
Common stock, \$0.0001 par value, 175,000,000 shares authorized; 56,317,438 and 46,320,671 shares issued and outstanding, respectively, at December 31, 2023; 56,017,672 and 48,138,257 shares issued and outstanding, respectively, at December 31, 2022.	6	6
Treasury stock, at cost, 9,996,767 and 7,879,415 shares held at December 31, 2023 and December 31, 2022, respectively.	(1,161,505)	(938,009)
Additional paid-in capital	994,020	951,371
Retained earnings	2,795,394	2,576,516
Accumulated other comprehensive loss	(212,530)	(204,524)
Total IPG Photonics Corporation stockholders' equity	2,415,385	2,385,360
Total liabilities and equity	<u>\$ 2,698,898</u>	<u>\$ 2,743,280</u>

See notes to consolidated financial statements.

**IPG PHOTONICS CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME**

	Year Ended December 31,		
	2023	2022	2021
	(In thousands, except per share data)		
Net sales	\$ 1,287,439	\$ 1,429,547	\$ 1,460,860
Cost of sales	745,741	874,134	764,462
Gross profit	541,698	555,413	696,398
Operating expenses:			
Sales and marketing	85,679	76,643	78,180
Research and development	98,704	116,114	139,573
General and administrative	125,749	131,253	125,882
Gain on divestiture and sale of asset	—	(31,846)	—
Impairment of long-lived assets	1,237	79,949	—
Restructuring charges (recoveries), net	(288)	9,697	—
(Gain) loss on foreign exchange	(1,356)	4,103	(15,120)
Total operating expenses	309,725	385,913	328,515
Operating income	231,973	169,500	367,883
Other income (expense), net:			
Interest income (expense), net	41,735	12,620	(1,839)
Other income, net	1,167	1,231	437
Total other income (expense)	42,902	13,851	(1,402)
Income before provision for income taxes	274,875	183,351	366,481
Provision for income taxes	55,997	72,589	88,615
Net income	218,878	110,762	277,866
Less: net income (loss) attributable to non-controlling interests	—	853	(550)
Net income attributable to IPG Photonics Corporation common stockholders	\$ 218,878	\$ 109,909	\$ 278,416
Net income attributable to IPG Photonics Corporation per common share:			
Basic	\$ 4.64	\$ 2.17	\$ 5.21
Diluted	\$ 4.63	\$ 2.16	\$ 5.16
Weighted average shares outstanding:			
Basic	47,154	50,761	53,410
Diluted	47,320	50,925	53,930

See notes to consolidated financial statements.

**IPG PHOTONICS CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
Net income	\$ 218,878	\$ 110,762	\$ 277,866
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustments and other	(7,854)	(14,838)	(44,267)
Unrealized (loss) gain on derivatives	(152)	336	278
Total other comprehensive (loss) income	(8,006)	(14,502)	(43,989)
Comprehensive income	210,872	96,260	233,877
Less: comprehensive income (loss) attributable to non-controlling interest	—	924	(653)
Comprehensive income attributable to IPG Photonics Corporation	\$ 210,872	\$ 95,336	\$ 234,530

See notes to consolidated financial statements.

**IPG PHOTONICS CORPORATION**  
**CONSOLIDATED STATEMENTS OF EQUITY**

Year Ended December 31,

(In thousands, except share data)	Common Stock		Treasury Stock		Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Non-controlling Interest	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
<b>Balance, January 1, 2021</b>	<b>53,427,234</b>	<b>\$ 6</b>	<b>(2,034,012)</b>	<b>\$ (303,614)</b>	<b>\$ 854,301</b>	<b>\$ 2,188,191</b>	<b>\$ (146,065)</b>	<b>\$ 1,292</b>	<b>\$ 2,594,111</b>
Vesting of RSUs and PSUs, net of shares withheld for taxes, and exercise of stock options	292,849	—	—	—	10,766	—	—	—	10,766
Common stock issued under employee stock purchase plan	34,151	—	—	—	5,492	—	—	—	5,492
Purchased common stock	(743,969)	—	(743,969)	(134,889)	—	—	—	—	(134,889)
Stock-based compensation	—	—	—	—	37,864	—	—	—	37,864
Net income	—	—	—	—	—	278,416	—	(550)	277,866
Foreign currency translation adjustments and other	—	—	—	—	—	—	(44,164)	(103)	(44,267)
Unrealized gain on derivatives, net of tax	—	—	—	—	—	—	278	—	278
<b>Balance, December 31, 2021</b>	<b>53,010,265</b>	<b>6</b>	<b>(2,777,981)</b>	<b>(438,503)</b>	<b>908,423</b>	<b>2,466,607</b>	<b>(189,951)</b>	<b>639</b>	<b>2,747,221</b>
Vesting of RSUs and PSUs, net of shares withheld for taxes, and exercise of stock options	167,193	—	—	—	693	—	—	—	693
Common stock issued under employee stock purchase plan	62,233	—	—	—	4,890	—	—	—	4,890
Purchased common stock	(5,101,434)	—	(5,101,434)	(499,506)	—	—	—	—	(499,506)
Stock-based compensation	—	—	—	—	38,302	—	—	—	38,302
Net income	—	—	—	—	—	109,909	—	853	110,762
Foreign currency translation adjustments and other	—	—	—	—	—	—	(14,909)	71	(14,838)
Purchase of non-controlling interests	—	—	—	—	(937)	—	—	(1,563)	(2,500)
Unrealized gain on derivatives, net of tax	—	—	—	—	—	—	336	—	336
<b>Balance, December 31, 2022</b>	<b>48,138,257</b>	<b>6</b>	<b>(7,879,415)</b>	<b>(938,009)</b>	<b>951,371</b>	<b>2,576,516</b>	<b>(204,524)</b>	<b>—</b>	<b>2,385,360</b>
Vesting of RSUs and PSUs, net of shares withheld for taxes, and exercise of stock options	241,782	—	—	—	(1,891)	—	—	—	(1,891)
Common stock issued under employee stock purchase plan	57,984	—	—	—	5,038	—	—	—	5,038
Purchased common stock	(2,117,352)	—	(2,117,352)	(223,496)	—	—	—	—	(223,496)
Stock-based compensation	—	—	—	—	39,502	—	—	—	39,502
Net income	—	—	—	—	—	218,878	—	—	218,878
Foreign currency translation adjustments and other	—	—	—	—	—	—	(7,854)	—	(7,854)
Unrealized loss on derivatives, net of tax	—	—	—	—	—	—	(152)	—	(152)
<b>Balance, December 31, 2023</b>	<b>46,320,671</b>	<b>\$ 6</b>	<b>(9,996,767)</b>	<b>\$ (1,161,505)</b>	<b>\$ 994,020</b>	<b>\$ 2,795,394</b>	<b>\$ (212,530)</b>	<b>\$ —</b>	<b>\$ 2,415,385</b>

See notes to consolidated financial statements.

**IPG PHOTONICS CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2023	2022	2021
	(In thousands)		
<b>Cash flows from operating activities:</b>			
Net income	\$ 218,878	\$ 110,762	\$ 277,866
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	69,621	90,564	96,330
Deferred income taxes	(13,789)	(27,575)	(6,885)
Stock-based compensation	39,502	38,302	37,864
Impairment of long-lived assets and restructuring charges (recoveries), net	(486)	79,949	—
Unrealized gain on foreign currency transactions	(4,334)	(592)	(8,560)
Gain on divestiture and sales of asset	—	(31,846)	—
Provisions for inventory, warranty and bad debt	61,058	153,652	68,441
Amortization of premium/discount on investments	(25,102)	(4,557)	2,502
Other	5,194	6,211	6,116
Changes in assets and liabilities that (used) provided cash, net of acquisitions:			
Accounts receivable	(10,395)	34,100	(2,091)
Inventories	1,823	(189,013)	(149,754)
Prepaid expenses and other current assets	(2,025)	22,545	(23,697)
Accounts payable	(16,319)	(12,174)	30,997
Accrued expenses and other liabilities	(44,693)	(43,547)	24,715
Income and other taxes payable	17,053	(14,132)	35,856
Net cash provided by operating activities	<u>295,986</u>	<u>212,649</u>	<u>389,700</u>
<b>Cash flows from investing activities:</b>			
Purchases of and deposits on property, plant and equipment	(110,483)	(110,141)	(123,108)
Proceeds from sales of property, plant and equipment	31,241	26,862	1,409
Purchases of short-term investments	(1,232,863)	(1,117,022)	(1,940,605)
Proceeds from sale of short-term investments	1,073,993	1,446,355	1,647,537
Acquisitions of businesses, net of cash acquired	—	(2,000)	—
Proceeds from divestiture, net of cash sold	—	52,941	—
Other	558	(43)	(1,515)
Net cash (used in) provided by investing activities	<u>(237,554)</u>	<u>296,952</u>	<u>(416,282)</u>
<b>Cash flows from financing activities:</b>			
Principal payments on long-term borrowings	(16,031)	(18,126)	(3,810)
Proceeds from issuance of common stock under employee stock option and purchase plans less payments for taxes related to net share settlement of equity awards	3,147	5,583	16,258
Purchase of treasury stock, at cost	(223,496)	(499,506)	(134,889)
Payment of purchase price holdback from business combination	—	—	(2,625)
Purchase of non-controlling interests	—	(2,500)	—
Net cash used in financing activities	<u>(236,380)</u>	<u>(514,549)</u>	<u>(125,066)</u>
Effect of changes in exchange rates on cash, cash equivalents and restricted cash	(5,587)	(5,948)	(17,800)
Net decrease in cash, cash equivalents and restricted cash	(183,535)	(10,896)	(169,448)
Cash, cash equivalents and restricted cash — Beginning of year	698,209	709,105	878,553
Cash, and cash equivalents — End of year	<u>\$ 514,674</u>	<u>\$ 698,209</u>	<u>\$ 709,105</u>
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid for interest	\$ 1,284	\$ 3,214	\$ 2,714
Cash paid for income taxes	\$ 62,916	\$ 113,200	\$ 62,998
Non-cash transactions:			
Demonstration units transferred from inventory to other assets	\$ 5,404	\$ 5,178	\$ 5,729
Inventory transferred to machinery and equipment	\$ 2,767	\$ 4,172	\$ 3,701
Additions to property, plant and equipment included in accounts payable	\$ 3,251	\$ 1,073	\$ 816
Leased assets obtained in exchange for new operating lease liabilities	\$ 4,457	\$ 7,566	\$ 7,489

See notes to consolidated financial statements.

**IPG PHOTONICS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(In thousands, except share and per share data)**

**1. NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Nature of Business* — IPG Photonics Corporation (the "Company" or "IPG") develops, manufactures and sells high-performance fiber lasers, fiber amplifiers, and diode lasers that are used for diverse applications, primarily in materials processing. The Company was incorporated as a Delaware corporation in December 1998. Its world headquarters is located in Marlborough, Massachusetts. It also has facilities and sales offices elsewhere in North and South America, Europe and Asia.

*Russian Operations* — In October 2022, the European Union ("EU") issued sanctions that restricted the Company's Russian subsidiary from supplying laser components to its other manufacturing facilities beginning in January 2023. These EU sanctions, coupled with increased tariffs in the United States on items imported from Russia, negatively affected what had been the Russian subsidiary's most significant source of revenue, which was selling components and finished goods to other IPG subsidiaries. As a result of these changes in business conditions in Russia at the end of 2022, the Company completed an impairment analysis of assets in Russia during the fourth quarter of 2022 and recorded charges in the accompanying Consolidated Statement of Income. In 2022, the Company recorded \$74,055 of inventory provision and related charges included in Cost of sales, \$79,030 of impairment of long-lived asset charges included in Impairment of long-lived assets and a \$35,518 valuation allowance for deferred tax assets included in provision for income taxes. The long-lived asset impairment charge was based on a probability-weighted average of valuations using the discounted cash flow method under the income approach, the guideline public company method and the guideline transaction method under the market approach, to estimate the fair value of the long-lived assets in Russia. Further, in 2022 the Company implemented a restructuring program at its Russian subsidiary and recorded restructuring charges of \$8,542 for personnel-related restructuring charges and other post employment benefits included in Restructuring charges (recoveries), net. In 2023, the Company substantially completed the restructuring program. As a result, the remaining restructuring accrual was substantially recovered. This resulted in net restructuring recoveries of \$288 for the year ended December 31, 2023.

*Principles of Consolidation* — The accompanying financial statements include the accounts of the Company and its majority-owned subsidiaries. All intercompany accounts and transactions have been eliminated.

*Use of Estimates* — The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

*Foreign Currency* — The financial information for entities outside the United States is measured using local currencies as the functional currency. Assets and liabilities are translated into U.S. dollars at the exchange rate in effect on the respective balance sheet dates. Income and expenses are translated into U.S. dollars based on the average rate of exchange for the corresponding period. Exchange rate differences resulting from translation adjustments are accounted for directly as a component of accumulated other comprehensive (loss) income.

*Cash and Cash Equivalents and Short-Term Investments* — Cash and cash equivalents consist primarily of highly liquid investments, such as money market fund deposits, term deposits, corporate bonds, and commercial paper with maturities of three months or less at the date of purchase with insignificant interest rate risk. Short-term investments consist of liquid investments including commercial paper, corporate bonds, U.S. government and government agency notes and term deposits with original maturities of greater than three months but less than one year with insignificant interest rate risk. Fixed-term securities included in cash equivalents and short-term investments are held-to-maturity and accounted for at amortized cost.

*Accounts Receivable and Allowance for Doubtful Accounts* — Accounts receivable include \$17,313 and \$12,977 of bank acceptance drafts at December 31, 2023 and 2022, respectively. Bank acceptance drafts are bank guarantees of payment on specified dates. The weighted average maturity of these bank acceptance drafts is approximately 102 days. The Company maintains an allowance for doubtful accounts to provide for the estimated amount of accounts receivable that will not be collected. The allowance is based upon an estimate of expected credit losses over the life of outstanding receivables. The estimate involves an assessment of customer creditworthiness, historical payment experience, an assumption of future expected credit losses, and the age of outstanding receivables.



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Activity related to the allowance for doubtful accounts was as follows:

	2023	2022	2021
Balance at January 1	\$ 2,639	\$ 2,108	\$ 2,156
Provision for bad debts, net of recoveries	36	712	434
Uncollectible accounts written off	(840)	(125)	(437)
Foreign currency translation	(72)	(56)	(45)
Balance at December 31	<u>\$ 1,763</u>	<u>\$ 2,639</u>	<u>\$ 2,108</u>

*Inventories* — Inventories are stated at the lower of cost and net realizable value on a first-in, first-out basis. Inventories include parts and components that may be specialized in nature and subject to obsolescence. The Company periodically reviews the quantities and carrying values of inventories to assess whether the inventories are recoverable. The costs associated with provisions for excess quantities, technological obsolescence, or scrap related to out of specification components are charged to cost of sales as incurred.

*Goodwill* — Goodwill is the amount by which the cost of the acquired net assets in a business acquisition exceeded the fair values of the net identifiable assets on the date of purchase. Goodwill is assessed for impairment at least annually, on a reporting unit basis, or more frequently when events and circumstances occur indicating that the recorded goodwill may be impaired. The process of evaluating the potential impairment of goodwill is subjective and requires significant judgment at many points during the analysis. If the carrying value of a reporting unit exceeds its fair value, the implied fair value of goodwill is compared with the carrying value of goodwill. If the carrying value of goodwill exceeds the implied fair value, an impairment loss is recorded in an amount equal to that excess. The results of the goodwill assessments for the years ended December 31, 2023 and 2022 are discussed in Note 7, "Goodwill and Intangible Assets".

*Intangible Assets* — Intangible assets result from the Company's various business acquisitions. Intangible assets are reported at cost, less accumulated amortization, and are amortized on a straight-line basis either over their estimated useful lives of one year to thirteen years or over the period the economic benefits of the intangible asset are consumed.

*Property, Plant and Equipment* — Property, plant and equipment are stated at cost, less accumulated depreciation. Depreciation is determined using the straight-line method based on the estimated useful lives of the related assets. In the case of leasehold improvements, the estimated useful lives of the related assets do not exceed the remaining terms of the corresponding leases. The following table presents the assigned economic useful lives of property, plant and equipment:

Category	Economic Useful Life
Buildings	20-30 years
Machinery and equipment	5-7 years
Office furniture and fixtures	5-7 years

Expenditures for maintenance and repairs are charged to operating expenses when they are incurred.

*Long-Lived Assets* — Long-lived assets, which consist primarily of property, plant and equipment and identifiable intangible assets, are reviewed by management for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. When undiscounted expected future cash flows are less than the carrying value, an impairment loss is recorded equal to the amount by which the carrying value exceeds the fair value of assets. The impact of the long-lived assets impairment for the years ended December 31, 2023, and 2022 are discussed in Note 8, "Property, Plant and Equipment" and Note 13, "Leases".

Included in other long-term assets is certain demonstration equipment. The demonstration equipment is amortized over the respective estimated economic lives, generally 3 years. The carrying value of the demonstration equipment totaled \$3,726 and \$3,686 at December 31, 2023 and 2022, respectively. Amortization expense of demonstration equipment for the years ended December 31, 2023, 2022 and 2021, was \$3,480, \$2,387 and \$3,596, respectively.

*Authorized Capital* — The Company has authorized capital stock consisting of 175,000,000 shares of common stock, par value \$0.0001 per share, and 5,000,000 shares of preferred stock, par value \$0.0001 per share. There are no shares of preferred stock outstanding as of December 31, 2023.

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*Revenue Recognition* — Revenue is recognized when transfer of control to the customer occurs in an amount reflecting the consideration that the Company expects to be entitled. In order to achieve this core principle, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied.

The Company considers customer purchase orders, which in some cases are governed by master sales agreements, to be contracts with a customer. As part of its consideration of the contract, the Company evaluates certain factors including the customer's ability to pay (or credit risk). For each contract, the Company considers the promise to transfer products, each of which is identified as a distinct performance obligation. In determining the transaction price, the Company evaluates whether the price is subject to refund or adjustment to determine the net consideration to which the Company expects to be entitled. As the Company's standard payment terms are less than one year, the Company has elected the practical expedient under ASC 606-10-32-18 to not assess whether a contract has a significant financing component. The Company allocates the transaction price to each distinct product based on its relative standalone selling price. Revenue is recognized when control of the product is transferred to the customer (i.e., when the Company's performance obligation is satisfied), which typically occurs at shipment but which can occur over time for certain of the Company's systems contracts.

The Company often receives orders with the customer's schedule of delivery dates for products that may extend across several reporting periods. The Company allocates the transaction price of the contract to each delivery based on the product standalone selling price. The Company invoices for each scheduled delivery upon shipment and recognizes revenues for such delivery at that point, when transfer of control has occurred. As scheduled delivery dates are generally within one year, under the optional exemption provided by ASC 606-10-50-14 revenues allocated to future shipments of partially completed contracts are not disclosed.

Rights of return are not generally included in customer contracts. Accordingly, upon application of steps one through five above, product revenue is recognized upon shipment and transfer of control. Returns are infrequent and are recorded as a reduction of revenue.

In certain subsidiaries the Company provides sales commissions to sales representatives based on sales volume. The Company has determined that the incentive portion of its sales commissions qualify as contract costs. The Company has elected the practical expedient in ASC 340-40-25-4 to expense sales commissions when incurred as the amortization period of the asset that would otherwise have been recognized is one year or less.

*Revenue Recognition at a Point in Time* — Revenues recognized at a point in time consist primarily of product, installation and service sales. The Company sells products to original equipment manufacturers ("OEMs") that supply materials processing laser systems, communications systems, medical laser systems and other laser systems for advanced applications to end users. The Company also sells products to end users that use IPG products directly to build their own systems, which incorporate or use IPG products as an energy or light source. The Company recognizes revenue for laser and spare part sales following the transfer of control of such products to the customer, which typically occurs upon shipment or delivery depending on the terms of the underlying contracts. Installation revenue is recognized upon completion of the installation service, which typically occurs within 90 days of delivery. When sales contracts contain multiple performance obligations, such as the shipment or delivery of products and installation, the Company allocates the transaction price to each performance obligation identified in the contract based on relative standalone selling prices and recognizes the related revenue as control of each individual product or service is transferred to the customer, in satisfaction of the corresponding performance obligations.

*Revenue Recognition over Time* — Warranties are limited and provide that the product meets specifications and is free from defects in materials and workmanship. The Company also offers extended warranty agreements, which extend the standard warranty periods. Extended warranties are sold separately from products and represent a distinct performance obligation. Revenue related to the performance obligation for extended warranties is recognized over time as the customer simultaneously receives and consumes the benefits provided by the Company. The customer receives the assurance that the product will operate in accordance with agreed-upon specifications evenly during the extended warranty period regardless of whether they make a claim during that period, and therefore, revenue at time of sale is deferred and recognized over the time period of the extended warranty period.

The Company enters into contracts to sell customized large scale materials processing systems through its subsidiary Genesis Systems Group, LLC, for which revenue is generally recognized over time, depending on the terms of the contract. Recognizing revenue over time for these contracts is based on the Company's judgment that the customized large scale

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materials processing systems do not have an alternative use and the Company has an enforceable right to payment for performance completed to date.

The determination of the revenue to be recognized in a given period for performance obligations over time is based on the input method. The Company generally uses the total cost-to-cost input method of progress because it best depicts the transfer of control to the customer that occurs as costs are incurred. Under the cost-to-cost method, the extent of progress towards completion is measured based on the proportion of costs incurred to date to the total estimated costs at completion of the performance obligation.

*Customer Deposits and Deferred Revenue* — When the Company receives consideration from a customer or such consideration is unconditionally due prior to transferring goods or services under the terms of a sales contract, the Company records customer deposits or deferred revenue, which represent contract liabilities. The Company recognizes deferred revenue as net sales after control of the goods or services has been transferred to the customer and all revenue recognition criteria are met.

*Warranties* — The Company typically provides one to five-year warranties on lasers and amplifiers. Most of the Company's sales offices provide support to customers in their respective geographic areas. The Company estimates the warranty accrual considering past claims experience, the number of units still covered by warranty and the average life of the remaining warranty period. The warranty accrual has generally been sufficient to cover product warranty repair and replacement costs.

*Stock-based Compensation* — The Company accounts for stock-based compensation expense using the fair value of the awards granted. The Company issues equity incentive awards in the form of time-based restricted stock units ("RSUs") and performance-based restricted stock units ("PSUs"). The fair value for RSUs is based on the closing share price of the Company's common stock on the date of grant. PSUs are aligned to specified performance targets such as financial metrics or the relative return of the Company's common stock compared to an index ("TSR PSUs"). The fair value of PSUs aligned to specified financial performance metrics is determined based on the number of units expected to vest upon achievement of the performance conditions. The fair value for PSUs aligned to the TSR is based on a Monte Carlo simulation model. The Company recognizes stock-based compensation as an expense on a straight-line basis, over the requisite service period. The Company accounts for forfeitures as they occur.

The Company has an employee stock purchase plan ("ESPP") offered to its U.S. and German employees. The Company uses the Black-Scholes model to calculate the purchase date fair value of the shares issued under the employee stock purchase plan and recognize expense related to shares purchased ratably over the offering period. The description of the Company's stock-based compensation plans and the assumptions it uses to calculate the fair value of stock-based compensation is described in Note 15, "Stock-based Compensation."

*Advertising Expense* — The cost of advertising is expensed as incurred. The Company conducts substantially all of its sales and marketing efforts through trade shows, professional and technical conferences, direct sales and the Company's website. The Company's advertising costs were not material for the periods presented.

*Research and Development* — Research and development costs are expensed as incurred.

*Restructuring* — The Company records charges associated with approved restructuring plans to reorganize operations, to remove redundant headcount and infrastructure associated with business acquisitions or to improve the efficiency of business processes. Restructuring charges can include severance costs to eliminate a specific number of positions, infrastructure charges to vacate facilities and consolidate operations and contract cancellation costs. The Company records restructuring charges when they are probable and estimable. The Company accrues for severance and other employee separation costs under these plans when the plan is communicated to employees and an amount per employee can be reasonably estimated either by the communicated terms, or by legal requirements, if applicable. The results of restructuring program implemented during the years ended December 31, 2023, and 2022 are discussed in Note 6, "Restructuring".

*Income Taxes* — Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the financial statement carrying amounts and the tax basis of assets and liabilities and net operating loss and credit carryforwards. These differences are valued using enacted rates in effect when those differences are expected to reverse. Valuation allowances are provided against deferred tax assets that are not deemed to be recoverable. The Company recognizes tax positions that are more likely than not to be sustained upon examination by relevant tax authorities. The tax

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positions are measured at the greatest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement.

The Company provides reserves for potential payments of tax to various tax authorities related to uncertain tax positions and other issues. The reserves are based on a determination of whether a tax benefit claimed in our tax filings is more likely than not to be realized following the resolution of any potential tax audits related to the tax benefit, assuming that the matter in question will be reviewed by the tax authorities.

*Concentration of Credit Risk* — Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents, short-term investments and accounts receivable. The Company maintains substantially all of its cash and cash equivalents and short-term investments in various financial institutions, which it believes to be high-credit quality financial institutions. The Company grants credit to customers in the ordinary course of business and provides a reserve for potential credit losses. Such losses historically have been within management's expectations.

One of our customers accounted for 14% of our net accounts receivable as of both December 31, 2023 and 2022. The Company has historically depended on a few customers for a significant percentage of its annual net sales. The composition of this group can change from year to year. Net sales derived from the Company's five largest customers as a percentage of its annual net sales were 13%, 15% and 19% in 2023, 2022 and 2021, respectively.

*Comprehensive Income* — Comprehensive income includes charges and credits to equity that are not the result of transactions with stockholders. Included within comprehensive income is the cumulative foreign currency translation adjustment, and unrealized gains or losses on derivatives. These adjustments are accumulated within the consolidated statements of comprehensive income.

Total components of accumulated other comprehensive loss were as follows:

	Foreign currency translation adjustments and other	Unrealized (loss) gain on derivatives, net of tax	Total
Balance, January 1, 2021	\$ (145,603)	\$ (462)	\$ (146,065)
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustments and other, net of tax benefit of \$246	(44,164)	—	(44,164)
Unrealized gain on derivatives, net of tax of \$83	—	278	278
Total other comprehensive (loss) income	(44,164)	278	(43,886)
Balance, December 31, 2021	(189,767)	(184)	(189,951)
Other comprehensive (loss) income, net of tax:			
Foreign currency translation adjustments and other before reclassification, net of tax of \$156	(15,117)	—	(15,117)
Reclassification for foreign currency translation adjustments and other included in net income	208	—	208
Unrealized gain on derivatives, net of tax of \$104	—	336	336
Total other comprehensive (loss) income	(14,909)	336	(14,573)
Balance, December 31, 2022	(204,676)	152	(204,524)
Other comprehensive loss, net of tax:			
Foreign currency translation adjustments and other before reclassification, net of tax of \$151	(7,854)	—	(7,854)
Unrealized (loss) on derivatives, net of tax benefit of \$46	—	(152)	(152)
Total other comprehensive loss	(7,854)	(152)	(8,006)
Balance, December 31, 2023	\$ (212,530)	\$ —	\$ (212,530)

*Derivative Instruments* — The Company's primary market exposures are to interest rates and foreign exchange rates. The Company from time to time may use certain derivative financial instruments to help manage these exposures. The Company

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executes these instruments with financial institutions it judges to be credit-worthy. The Company does not hold or issue derivative financial instruments for trading or speculative purposes. The Company recognizes all derivative financial instruments as either assets or liabilities at fair value in the consolidated balance sheets.

*Business Segment Information* — The Company operates in one segment which involves the design, development, production and distribution of fiber lasers, laser and non-laser systems, fiber amplifiers, and related optical components. The Company has a single, company-wide management team that administers all properties as a whole rather than as discrete operating segments. The chief operating decision maker, who is the Company's chief executive officer, measures financial performance as a single enterprise, and not on geography, legal entity, or end market basis. Throughout the year, the chief operating decision maker allocates capital resources on a project-by-project basis across the Company's entire asset base to maximize profitability without regard to geography, legal entity, or end market basis. The Company operates in a number of countries throughout the world in a variety of product lines. Information regarding product lines and geographic financial information is provided in Note 2, "Revenue from Contracts with Customers" and Note 8, "Property, Plant and Equipment."

*Earnings Per Share* — Basic net income per common share is computed by dividing net income attributable to common shareholders of the Company by the weighted-average number of common shares outstanding during the reporting period. Diluted net income per common share is computed similarly to basic net income per common share, except that it includes the potential dilution that could occur if dilutive securities were exercised. Information about potentially dilutive and antidilutive shares for the reporting period is provided in Note 18, "Net Income Attributable to IPG Photonics Corporation Per Share."

*Leases* — The Company determines if an arrangement is a lease at inception. Operating leases are included in other assets, accrued expenses and other liabilities, and other long-term liabilities and deferred income taxes on the Company's consolidated balance sheets.

Right of use ("ROU") assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most of the Company's leases do not provide an implicit rate, IPG uses its incremental borrowing rate based on the information available at commencement date in determining the present value of future payments. The ROU assets include any lease payments made and initial direct costs incurred and exclude lease incentives. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise that option. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the balance sheet; the Company recognizes lease expense for these leases on a straight-line basis over the lease term. The Company has lease agreements with lease and non-lease components, which are accounted for as a single lease component.

*Recent Accounting Pronouncements*

*Adopted Pronouncements* — None.

*Pronouncements Currently Under Evaluation* - In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures" ("ASU 2023-07"), which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses on an annual and interim basis. Under the new guidance an entity is required to disclose the title and position of the chief operating decision maker ("CODM") and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. The ASU also requires that an entity that has a single reportable segment provide all the disclosures required by this ASU and all existing segment disclosures in Topic 280. ASU 2023-07 is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company is evaluating the impact of this ASU and does not expect this standard will have a material impact.

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-07"), which requires an entity on an annual basis to disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. The guidance also requires an entity to disclose on an annual basis information about income taxes paid. ASU 2023-07 is effective for fiscal years beginning after December 15, 2024. The Company is evaluating the impact of this ASU and does not expect this standard will have a material impact.

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## 2. REVENUE FROM CONTRACTS WITH CUSTOMERS

Sales are derived from products for different applications: fiber lasers, diode lasers, systems and accessories for materials processing, fiber lasers, amplifiers and diodes for advanced applications, and fiber lasers, systems and fibers for medical applications.

The following tables represent a disaggregation of revenue from contracts with customers for the years ended December 31, 2023, 2022 and 2021:

	Year Ended December 31,		
	2023	2022	2021
<b>Sales by Application</b>			
Materials processing	\$ 1,152,804	\$ 1,291,262	\$ 1,325,404
Other applications	134,635	138,285	135,456
Total	\$ 1,287,439	\$ 1,429,547	\$ 1,460,860

<b>Sales by Product</b>			
High Power Continuous Wave ("CW") Lasers	\$ 524,981	\$ 613,734	\$ 687,406
Medium Power CW Lasers	71,672	77,079	80,501
Pulsed Lasers	185,581	250,677	240,978
Quasi-Continuous Wave ("QCW") Lasers	48,648	50,212	60,668
Laser and Non-Laser Systems	161,177	153,471	126,642
Other Revenue including Amplifiers, Service, Parts, Accessories and Change in Deferred Revenue	295,380	284,374	264,665
Total	\$ 1,287,439	\$ 1,429,547	\$ 1,460,860

<b>Sales by Geography</b>			
North America	\$ 313,986	\$ 338,713	\$ 314,984
Europe:			
Germany	88,026	85,491	101,738
Other Europe	291,336	294,481	289,136
Asia:			
China	355,321	479,926	548,348
Japan	72,333	57,865	54,077
Other	142,378	152,373	139,148
Rest of World	24,059	20,698	13,429
Total	\$ 1,287,439	\$ 1,429,547	\$ 1,460,860

<b>Timing of Revenue Recognition</b>			
Goods and services transferred at a point in time	\$ 1,239,551	\$ 1,377,996	\$ 1,402,498
Goods and services transferred over time	47,888	51,551	58,362
Total	\$ 1,287,439	\$ 1,429,547	\$ 1,460,860

The Company enters into contracts to sell lasers and spare parts, for which revenue is generally recognized upon shipment or delivery, depending on the terms of the contract. The Company also provides installation services and extended warranties. The Company frequently receives consideration from a customer prior to transferring goods to the customer under the terms of a sales contract. The Company records customer deposits related to these prepayments, which represent a contract liability. The Company also records deferred revenue related to installation services when consideration is received before the services have been performed. The standalone selling price for installation services is determined based on the estimated number of days of service technician time required for installation at standard service rates. The Company recognizes customer deposits and deferred revenue as net sales after control of the goods or services has been transferred to the customer and all revenue

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recognition criteria are met. The Company bills customers for extended warranties upon entering into the agreement with the customer, resulting in deferred revenue that is recognized over the period of the extended warranty contract. The Company recognizes revenue over time on contracts for the sale of large scale materials processing systems. The timing of customer payments on these contracts generally differs from the timing of revenue recognized. If revenue recognized exceeds customer payments, a contract asset is recorded and if customer payments exceed revenue recognized, a contract liability is recorded. Contract assets are included within prepaid expense and other current assets on the consolidated balance sheets. Contract liabilities are included within accrued expenses and other current liabilities on the consolidated balance sheets. Certain deferred revenues related to extended warranties in excess of one year from the balance sheet date are included within other long-term liabilities and deferred income taxes on the consolidated balance sheets.

The following table reflects the changes in the Company's contract assets and liabilities for the years ended December 31, 2023 and 2022:

	December 31, 2023	January 1, 2023	Change	December 31, 2022	January 1, 2022	Change
<b>Contract assets</b>						
Contract assets	\$ 9,383	\$ 8,620	\$ 763	\$ 8,620	\$ 9,345	\$ (725)
<b>Contract liabilities</b>						
Contract liabilities - current	69,219	80,068	(10,849)	80,068	89,659	(9,591)
Contract liabilities - long-term	2,851	3,142	(291)	3,142	2,691	451

During the years ended December 31, 2023 and 2022, the Company recognized revenue of \$62,247 and \$73,325, respectively, that was included in the contract liabilities at the beginning of the period.

The following table represents the Company's remaining performance obligations from contracts that are recognized over time as of December 31, 2023:

	Remaining Performance Obligations						
	2024	2025	2026	2027	2028	Thereafter	Total
Revenue expected to be recognized for extended warranty agreements	\$ 3,008	\$ 1,287	\$ 910	\$ 552	\$ 98	\$ 4	\$ 5,859
Revenue to be earned over time from contracts to sell large scale materials processing systems	16,577	2,414	—	—	—	—	18,991
<b>Total</b>	<b>\$ 19,585</b>	<b>\$ 3,701</b>	<b>\$ 910</b>	<b>\$ 552</b>	<b>\$ 98</b>	<b>\$ 4</b>	<b>\$ 24,850</b>

### 3. FAIR VALUE MEASUREMENTS

The Company's financial instruments consisted of cash equivalents, short-term investments, accounts receivable, accounts payable, long-term debt, interest rate swaps and revolving lines of credit.

The valuation techniques used to measure fair value are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect internal market assumptions. These two types of inputs create the following fair value hierarchy: Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs for which little or no market data exists, therefore requiring an entity to develop its own assumptions. The Company classifies its financial instruments according to the prescribed criteria.

The carrying amounts of money market fund deposits, cash equivalent term deposits, accounts receivable, and accounts payable and revolving lines of credit are considered reasonable estimates of their fair market value due to the short maturity of most of these instruments or as a result of the competitive market interest rates, which have been negotiated. The fair value of the Company's commercial paper, corporate bonds, U.S. Treasury and agency obligations, and term deposits are based on Level 2 inputs.

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The following table presents fair value information related to the Company's assets and liabilities measured at amortized cost on the consolidated balance sheets with the exception of the interest rate swap, which was measured at fair value:

	Fair Value Measurements at December 31, 2023			
	Total	Level 1	Level 2	Level 3
<b>Assets</b>				
<b>Cash equivalents:</b>				
Money market fund deposits	\$ 171,632	\$ 171,632	\$ —	\$ —
Term deposits	83,965	—	83,965	—
Corporate bonds	23,516	—	23,516	—
Commercial paper	6,369	—	6,369	—
<b>Short-term investments:</b>				
Commercial paper	244,571	—	244,571	—
Corporate bonds	243,915	—	243,915	—
U.S. Treasury and agency obligations	171,316	—	171,316	—
Term deposits	3,009	—	3,009	—
Total assets	<u>\$ 948,293</u>	<u>\$ 171,632</u>	<u>\$ 776,661</u>	<u>\$ —</u>
<b>Fair Value Measurements at December 31, 2022</b>				
	Total	Level 1	Level 2	Level 3
<b>Assets</b>				
<b>Cash equivalents:</b>				
Money market fund deposits	\$ 195,654	\$ 195,654	\$ —	\$ —
Commercial paper	94,661	—	94,661	—
Term deposits	68,827	—	68,827	—
Corporate bonds	1,497	—	1,497	—
<b>Short-term investments:</b>				
Commercial paper	363,991	—	363,991	—
Corporate bonds	65,022	—	65,022	—
U.S. Treasury and agency obligations	39,611	—	39,611	—
Term deposits	10,113	—	10,113	—
<b>Other assets:</b>				
Interest rate swap	198	—	198	—
Total assets	<u>\$ 839,574</u>	<u>\$ 195,654</u>	<u>\$ 643,920</u>	<u>\$ —</u>
<b>Liabilities</b>				
Term debt	\$ 16,031	\$ —	\$ 16,031	\$ —
Total liabilities	<u>\$ 16,031</u>	<u>\$ —</u>	<u>\$ 16,031</u>	<u>\$ —</u>

There were no impairments for the investments considered held-to-maturity at December 31, 2023 and December 31, 2022. There were no current expected credit loss allowances for the investments considered held-to-maturity at December 31, 2023 and 2022. The Company holds highly-rated held-to-maturity instruments that are within one year of maturity.

The following table presents the effective maturity dates of debt investments, which are held-to-maturity:

	December 31, 2023		December 31, 2022	
	Book Value	Fair Value	Book Value	Fair Value
<b>Investment maturity</b>				
Less than 1 year	<u>\$ 662,807</u>	<u>\$ 662,811</u>	<u>\$ 479,374</u>	<u>\$ 478,737</u>



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The Company entered into an interest rate swap that is designated as a cash flow hedge associated with a long-term note issued during the second quarter of 2016. In May 2023, the Company's long-term variable rate note matured and the interest rate swap associated with this note matured. At December 31, 2022, the carrying value of the note approximates the estimated fair value of \$16,031. The long-term notes were reported at amortized cost on the consolidated balance sheets and were classified within Level 2 of the fair value hierarchy.

#### 4. INVENTORIES

Inventories consist of the following:

	December 31,	
	2023	2022
Components and raw materials	\$ 263,652	\$ 322,506
Work-in-process	47,997	18,911
Finished goods	142,225	167,946
Total	\$ 453,874	\$ 509,363

The Company recorded inventory provisions of \$45,499, \$127,960 and \$34,285 for the years ended December 31, 2023, 2022 and 2021, respectively. These provisions relate to the recoverability of the value of inventories due to excess quantities and technological changes. These provisions are reported as a reduction to components and raw materials, work-in-process and finished goods. Within the inventory provision and related charges recorded in 2022, \$74,055 is related to Russian operations. See Note 1, "Nature of Business and Summary of Significant Accounting Policies", section *Russian Operations* for further detail.

#### 5. DIVESTITURE AND SALE OF ASSET

During the third quarter of 2022, the Company completed the sale of its telecommunications transmission product line for \$56,222. The Company recorded a gain on divestiture of \$21,918 for the year ended December 31, 2022, which was included in the Company's consolidated statements of income. As part of the transaction and just prior to closing, the Company also acquired the remaining non-controlling interests related to the business that was sold for \$2,500.

During the fourth quarter of 2022, the Company completed the sale of its corporate aircraft for \$25,693 and recorded a gain of \$9,928 which was included in the Company's consolidated statements of income.

#### 6. RESTRUCTURING

In the fourth quarter of 2022, the Company implemented a restructuring program at its Russian subsidiary. In 2023, the Company substantially completed the restructuring program. As a result, the remaining restructuring accrual was substantially recovered. This resulted in net restructuring recoveries of \$288 for the year ended December 31 2023. The Company incurred restructuring charges of \$9,697 for the year ended December 31, 2022.

The restructuring accrual was included in accrued expenses and other liabilities in the Company's consolidated balance sheets. Activities related to the restructuring accrual were as follows:

	2023	2022
Balance at January 1	\$ 4,869	\$ —
Charges	1,436	9,697
Cash payments	(3,719)	(4,493)
Recoveries	(1,724)	—
Foreign exchange adjustment	(862)	(335)
Balance at December 31	\$ —	\$ 4,869

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## 7. GOODWILL AND INTANGIBLE ASSETS

The following table sets forth the changes in the carrying amount of goodwill for the years ended December 31, 2023 and 2022:

	2023	2022
Balance at January 1	\$ 38,325	\$ 38,609
Goodwill arising from business combinations	—	1,000
Goodwill written off related to divestiture	—	(796)
Foreign exchange adjustment	215	(488)
Balance at December 31	<u>\$ 38,540</u>	<u>\$ 38,325</u>

The Company performed the 2023 and 2022 annual impairment test as of October 1, 2023 and 2022, respectively, and no impairments were recorded as a result of the tests. The carrying balance of goodwill at December 31, 2023, and 2022 was net of accumulated impairments of \$81,709.

Intangible assets, subject to amortization, consisted of the following:

	December 31, 2023				December 31, 2022			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Lives	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Lives
Customer relationships	\$ 48,216	\$ (25,973)	\$ 22,243	11 years	\$ 48,155	\$ (21,734)	\$ 26,421	11 years
Technology, trademark and trade name	29,903	(25,960)	3,943	7 years	30,360	(23,189)	7,171	7 years
Production know-how	9,155	(9,155)	—	7 years	9,109	(8,818)	291	7 years
Patents	8,035	(7,987)	48	8 years	8,034	(7,797)	237	8 years
Total	<u>\$ 95,309</u>	<u>\$ (69,075)</u>	<u>\$ 26,234</u>		<u>\$ 95,658</u>	<u>\$ (61,538)</u>	<u>\$ 34,120</u>	

Amortization expense for the years ended December 31, 2023, 2022 and 2021 was \$7,895, \$10,454 and \$12,427, respectively.

The estimated future amortization expense for intangibles as of December 31, 2023 is as follows:

2024	2025	2026	2027	2028	Thereafter	Total
\$ 5,556	\$ 4,978	\$ 4,217	\$ 4,005	\$ 3,636	\$ 3,842	\$ 26,234

## 8. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consist of the following:

	December 31,	
	2023	2022
Land	\$ 52,506	\$ 52,618
Buildings	446,031	434,698
Machinery and equipment	457,968	424,197
Office furniture and fixtures	81,313	73,636
Construction-in-progress	118,341	103,655
Total property, plant and equipment	<u>1,156,159</u>	<u>1,088,804</u>
Accumulated depreciation	<u>(553,902)</u>	<u>(508,243)</u>
Total property, plant and equipment — net	<u>\$ 602,257</u>	<u>\$ 580,561</u>

The Company recorded depreciation expense of \$58,245, \$76,063 and \$78,563 for the years ended December 31, 2023, 2022 and 2021, respectively. In 2022, the Company recorded an impairment charge of \$79,030 for long-lived asset in Russia.

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See Note 1, "Nature of Business and Summary of Significant Accounting Policies", section *Russian Operations* for further detail.

Long-lived assets include property, plant and equipment, related deposits on such assets and demonstration equipment. The geographic locations of the Company's long-lived assets, net, based on physical location of the assets, as of December 31, 2023 and 2022 are as follows:

	December 31,	
	2023	2022
United States	\$ 384,088	\$ 388,111
Germany	132,218	111,726
Belarus	31,833	39,380
Italy	10,747	9,340
Japan	9,024	5,043
China	4,328	5,406
Other	41,494	31,258
Total	<u>\$ 613,732</u>	<u>\$ 590,264</u>

## 9. OTHER LIABILITIES

Accrued expenses and other liabilities consist of the following:

	December 31,	
	2023	2022
Contract liabilities	\$ 69,219	\$ 80,068
Accrued compensation	67,053	78,251
Current portion of accrued warranty	27,283	28,504
Short-term lease liabilities	4,597	5,234
Other	13,198	10,707
Total	<u>\$ 181,350</u>	<u>\$ 202,764</u>

Other long-term liabilities and deferred income taxes consist of the following:

	December 31,	
	2023	2022
Accrued warranty	\$ 19,926	\$ 24,358
Long-term lease liabilities	13,664	16,787
Unrecognized tax benefits	17,176	15,841
Transition tax related to 2017 U.S. tax reform act	11,009	19,874
Deferred income taxes	1,508	1,469
Other	5,369	4,945
Total	<u>\$ 68,652</u>	<u>\$ 83,274</u>

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## 10. PRODUCT WARRANTIES

Activity related to the warranty accrual was as follows:

	2023	2022	2021
Balance at January 1	\$ 52,862	\$ 49,864	\$ 45,669
Provision for warranty accrual	13,596	22,565	33,289
Warranty claims	(19,801)	(17,829)	(26,568)
Foreign currency translation	552	(1,738)	(2,526)
Balance at December 31	<u>\$ 47,209</u>	<u>\$ 52,862</u>	<u>\$ 49,864</u>

Accrued warranty reported in the accompanying consolidated financial statements as of December 31, 2023 and December 31, 2022 consists of \$27,283 and \$28,504 in accrued expenses and other liabilities and \$19,926 and \$24,358 in other long-term liabilities and deferred income taxes, respectively.

## 11. FINANCING ARRANGEMENTS

### *Term Debt:*

The Company's unsecured long-term note matured and was paid in May 2023, at which time the outstanding principal balance was \$15,438. At December 31, 2023, the Company has no long-term debt outstanding.

### *Revolving Line of Credit Facilities:*

The Company maintains an unsecured revolving line of credit with a principal amount of \$75,000, expiring in April 2025. The line of credit bears interest at a variable rate of the Bloomberg Short-term Bank Yield Index ("BSBY") plus 0.80% to 1.20% depending on the Company's financial performance. Part of this credit facility is available to the Company's foreign subsidiaries including those in India, China, Japan and Brazil based on management discretion. At December 31, 2023, there were no outstanding drawings, however, there were \$2,487 of guarantees issued against the line which reduced the total availability. At December 31, 2023, the remaining availability under this line was \$72,513. In addition, the Company maintains Euro line of credit facilities with a total principal amount of €6,500 (\$7,173 as of December 31, 2023), which are available to certain European subsidiaries.

The Company is required to meet certain financial covenants associated with its U.S. revolving line of credit and long-term debt facility. These covenants, tested quarterly, include an interest coverage ratio and a funded debt to earnings before interest, taxes, depreciation and amortization ("EBITDA") ratio. The interest coverage covenant requires that the Company maintains a trailing twelve-month ratio of EBITDA to interest on all obligations that is at least 3.0:1.0. The funded debt to EBITDA covenant requires that the sum of all indebtedness for borrowed money on a consolidated basis be less than three times its trailing twelve months EBITDA. Funded debt is decreased by its cash and available marketable securities not classified as long-term investments in the U.S. in excess of \$50,000 up to a maximum of \$500,000.

## 12. DERIVATIVE INSTRUMENTS

The Company's previous outstanding derivative financial instrument was an interest rate swap that was classified as a cash flow hedge of its variable rate debt. The interest rate swap matured with the long-term note in May 2023.

The derivative gains and losses in the consolidated financial statements related to the Company's previous interest rate swap contracts were as follows:

	Year Ended December 31,		
	2023	2022	2021
Effective portion recognized in other comprehensive (loss) income, pre-tax:			
Interest rate swap	\$ (198)	\$ 440	\$ 361

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### 13. LEASES

The Company leases certain warehouses, office spaces, land, vehicles and equipment under operating lease agreements. The remaining terms of these leases range from less than 1 year to 41 years. The operating lease expense for the years ended December 31, 2023, 2022 and 2021, totaled \$4,529, \$8,112 and \$7,975, respectively. The cash paid for amounts included in the measurement of lease liabilities included in the operating cash flows from operating leases was \$6,110, 7,192 and 6,854 for the years ended December 31, 2023, 2022 and 2021, respectively. The Company does not have any finance lease arrangements.

The Company's operating lease assets and lease liabilities consist of the following as of December 31, 2023 and 2022:

Account	Classification	Year Ended December 31,	
		2023	2022
Right-of-use assets	Other assets	\$ 13,947	\$ 15,564
Short-term lease liabilities	Accrued expenses and other liabilities	4,597	5,234
Long-term lease liabilities	Other long-term liabilities and deferred income taxes	13,664	16,787
Total lease liabilities		<u>\$ 18,261</u>	<u>\$ 22,021</u>

The Company incurred \$1,237 of non-cash impairment charges related to long-lived assets during the year ended December 31, 2023, related to the right-of-use ("ROU") asset for a leased building associated with the Company's Submarine Network Division business that was previously divested. Attempts to sublease the space have been unsuccessful. As of December 31, 2023, the ROU asset related to this lease has been reduced to zero.

The table below presents the maturities of operating lease liabilities as of December 31, 2023:

2024	\$ 5,224
2025	4,291
2026	3,283
2027	2,084
2028	1,758
Thereafter	4,356
Total future minimum lease payments	20,996
Less: imputed interest	(2,735)
Present value of lease liabilities	<u>\$ 18,261</u>

Other information relevant to the Company's operating leases consist of the following as of December 31, 2023 and 2022:

	Year Ended December 31,	
	2023	2022
Weighted-average remaining lease term	6.66 years	7.35 years
Weighted-average discount rate	4.39 %	4.33 %

### 14. COMMITMENTS AND CONTINGENCIES

*Employment Agreements* — The Company has entered into employment agreements with certain members of senior management. The terms of these agreements are up to two years and include non-competition, non-solicitation and nondisclosure provisions, as well as provisions for defined severance for terminations of employment under certain conditions and a change of control of the Company. The Company also maintains a severance plan for certain of its senior management providing for defined severance for terminations of employment under certain conditions and a change of control of the Company.

*Contractual Obligations* — The Company has entered into various purchase obligations that include agreements for construction of buildings, raw materials and equipment. Obligations under these agreements were \$27,404 and \$25,070 as of

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December 31, 2023 and 2022, respectively, and the obligations related to raw materials and equipment are generally expected to be fulfilled within one year.

*Legal Proceedings* — From time to time, the Company may be involved in legal disputes and other proceedings in the ordinary course of its business. These matters may include allegations of infringement of intellectual property, commercial disputes and employment matters. As of December 31, 2023 and through the date of the Company's subsequent review period of February 21, 2024, the Company is aware of no ongoing legal proceedings that management estimates could have a material effect on the Company's Consolidated Financial Statements.

Following the submission of a limited number of voluntary self-disclosures regarding compliance with export control laws and regulations to the Bureau of Industry and Security of the U.S. Department of Commerce ("BIS"), the Company received subpoenas from the U.S. Department of Justice ("DOJ") and BIS in October 2021 and October 2022, respectively. The Company has been informed by the DOJ and BIS that the Company has satisfied its obligations under the subpoenas. The Company believes that those investigations are concluded.

## 15. STOCK-BASED COMPENSATION

Stock-based compensation, including the employee stock purchase plan, is included in the following financial statement captions:

	Year Ended December 31,		
	2023	2022	2021
Cost of sales	\$ 7,929	\$ 11,741	\$ 11,245
Sales and marketing	5,421	4,889	4,320
Research and development	9,396	7,585	9,533
General and administrative	16,858	14,120	12,883
Total stock-based compensation	39,604	38,335	37,981
Tax effect of stock-based compensation	(8,660)	(8,261)	(8,071)
Net stock-based compensation	\$ 30,944	\$ 30,074	\$ 29,910

*Incentive Plans* — In 2006, the Company's stockholders approved the 2006 Incentive Compensation Plan (as amended and restated from time to time, the "2006 Plan"), which provides for the issuance of stock options, PSUs, RSUs, other equity-based awards and cash awards to the Company's directors, employees, consultants and advisors. Also in 2006, the Company's stockholders approved the Non-Employee Directors Stock Plan (the "Directors Plan") for non-employee directors, which was subsequently merged into the 2006 Plan. The Company's stockholders approved amendments to the 2006 Plan in May 2006 and May 2023, including an increase in the authorized shares. A total of 11,563,465 shares are reserved under the 2006 Plan. At December 31, 2023, 3,107,336 shares of the Company's stock were available for future grant under the 2006 Plan. The Company may grant stock options only at an exercise price equal to or greater than the fair market value of its common stock on the date of grant. Equity awards generally vest over periods of one to four years and, in the case of stock options, generally expire ten years after the date of the grant. The vesting of awards under the 2006 Plan accelerate following the occurrence of certain change of control events if the participant's employment is terminated within two years by the Company without cause or by the participant for good reason or if an entity acquires control of the Company and does not agree to assume existing awards or replace with equivalent value awards. Awards granted to non-employee directors automatically become vested upon a change of control. All shares issued under the 2006 Plan are registered shares, newly issued by the Company.

The Company granted certain RSUs and PSUs to executive officers and other senior managers. The RSUs provide for time-based vesting of a fixed number of shares over three years. The PSUs provide the holder with the right to receive shares of the Company's common stock after the applicable award vesting period, generally three years. The final number of shares, if any, delivered upon vesting of PSUs are determined over the relevant performance period, generally three years. Outstanding PSUs are based on either TSR or financial metrics. In the case of TSR PSUs, performance is measured by the Company's total shareholder return over the performance period compared to the S&P 1500 Composite / Electronic Equipment & Instruments Index. In the case of all other PSUs, performance is measured against internal financial metrics established by the Company's Board. The final number of shares to be delivered under the PSUs range from 0% to 200% of the target award amount.

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The Company has not granted stock options since 2020. The following table summarizes the option activity for the year ended December 31, 2023:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at January 1, 2023	881,887	\$ 138.16		
Granted	—	—		
Exercised	(84,146)	66.90		
Forfeited	(28,579)	180.77		
Outstanding at December 31, 2023	769,162	\$ 144.38	3.21 years	\$ 6,271
Exercisable at December 31, 2023	769,162	\$ 144.38	3.21 years	\$ 6,271

The intrinsic value of the options exercised during the years ended December 31, 2023, 2022 and 2021 was \$4,085, \$6,069 and \$28,353, respectively. All option awards were vested during the year ended December 31, 2023. Cash received from option exercises during the year ended December 31, 2023 was \$5,630. Tax benefit received from option exercises during the year ended December 31, 2023 was \$1,017.

The following table summarizes the RSUs activity for the year ended December 31, 2023:

	Number of Shares	Weighted-Average Grant- Date Fair Value
Nonvested at January 1, 2023	422,736	\$ 154.22
Granted	265,661	128.71
Vested	(190,133)	148.94
Forfeited	(22,333)	146.59
Nonvested at December 31, 2023	475,931	\$ 142.51

The fair value of each restricted stock unit is the market price of Company stock on the date of grant. The weighted average grant date fair value of restricted stock units granted during the years ended December 31, 2023, 2022 and 2021 was \$128.71, \$131.32 and \$229.13, respectively. The intrinsic value of the RSUs that vested during the years ended December 31, 2023, 2022 and 2021, was \$23,082, \$14,750 and \$26,036, respectively. The total compensation cost related to nonvested RSU awards not yet recorded at December 31, 2023 was \$41,522 which is expected to be recognized over a weighted-average of 1.8 years. The aggregate fair value of awards vested during the years ended December 31, 2023, 2022 and 2021 was \$28,319, \$22,779, \$18,042, respectively.

The fair value of TSR PSUs was determined using the Monte Carlo simulation model incorporating the following assumptions:

	2021
Performance term (years)	3.0
Volatility	29% - 51%
Risk-free rate of return	0.23% - 0.26%
Dividend yield	—%
Fair value per share	\$248.49 - \$165.15

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The following table summarizes TSR PSUs activity for the year ended December 31, 2023:

	Number of Shares	Weighted-Average Grant-Date Fair Value
Nonvested at January 1, 2023	39,090	\$ 195.82
Granted	—	—
Vested	(1,331)	248.49
Canceled / Forfeited	(22,851)	168.82
Nonvested at December 31, 2023	<u>14,908</u>	<u>\$ 233.75</u>

The Company has not granted TSR PSUs since 2021. For the year ended December 31, 2021, the weighted average grant date fair value for new grants was \$236.11. TSR PSUs are expensed at 100% of the target goal. The intrinsic value of the TSR PSUs vested during the years ended December 31, 2023, 2022 and 2021 was \$128, nil, nil. The aggregate fair value of awards vested during the years ended December 31, 2023, 2022 and 2021 was \$331, nil, and nil, respectively. The total compensation cost related to nonvested awards not yet recorded at December 31, 2023 was \$220 which is expected to be recognized over a weighted average of 0.3 year.

The following table summarizes financial metric-based PSUs activity for the year ended December 31, 2023:

	Number of Shares	Weighted-Average Grant-Date Fair Value
Nonvested at January 1, 2023	97,552	\$ 153.56
Granted	64,706	131.13
Vested	(27,561)	144.32
Canceled / Forfeited	(6,351)	146.63
Nonvested at December 31, 2023	<u>128,346</u>	<u>\$ 144.61</u>

For the years ended December 31, 2023, 2022 and 2021, the weighted average grant date fair value for new grants was \$131.13, \$136.64, and \$228.62. The financial metric-based PSUs are expensed at 50% to 80% of the target goals. The total compensation cost related to nonvested awards not yet recorded at December 31, 2023 was \$6,098, which is expected to be recognized over a weighted average period of 2.0 years.

The Company has an employee stock purchase plan ("ESPP") offered to its U.S. and German employees. The plan allows employees who participate to purchase shares of common stock through payroll deductions at a 15% discount to the lower of the stock price on the first day or the last day of the six-month purchase period. Payroll deductions may not exceed 10% of the employee's compensation and are subject to other limitations.

The assumptions used in the Black-Scholes model for the calculation of the ESPP fair values were as follows:

	2023	2022	2021
Performance term (year)	0.5	0.5	0.5
Volatility	35% - 37%	41% - 52%	33% - 42%
Risk-free rate of return	4.76% - 5.47%	0.19% - 2.52%	0.09% - 0.05%
Dividend yield	0.10%	0.10%	0.10%
Fair value per share	\$23.42 - \$33.55	\$45.91 - \$26.68	\$53.09 - \$56.43

Compensation expense related to the employee stock purchase plan was \$1,595, \$1,924 and \$1,861 for the years ended December 31, 2023, 2022 and 2021, respectively. During the years ended December 31, 2023, 2022 and 2021, 57,984, 62,233 and 34,151 shares, respectively, were issued at an average price of \$86.89, \$78.57 and \$160.81, respectively, under the employee stock purchase plan. As of December 31, 2023, there were 140,176 shares available for issuance under the employee stock purchase plan.



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**16. EMPLOYEE BENEFIT PLANS**

The Company maintains a defined contribution retirement plan offered to its eligible U.S. employees, as well as plans at certain foreign and domestic subsidiaries. The Company makes matching contributions to each plan, which amounted to approximately \$6,496, \$6,344 and \$6,081, respectively, for the years ended December 31, 2023, 2022 and 2021.

**17. INCOME TAXES**

Income before the impact of income taxes consisted of the following:

	Year Ended December 31,		
	2023	2022	2021
U.S.	\$ 131,601	\$ 135,041	\$ 103,980
Foreign	143,274	48,310	262,501
Total	<u>\$ 274,875</u>	<u>\$ 183,351</u>	<u>\$ 366,481</u>

The Company's provision for income taxes consisted of the following:

	Year Ended December 31,		
	2023	2022	2021
Current:			
Federal	\$ 22,908	\$ 39,435	\$ 13,842
State	4,623	3,697	273
Foreign	42,255	57,032	81,385
Total current	<u>69,786</u>	<u>100,164</u>	<u>95,500</u>
Deferred:			
Federal	(10,306)	(25,979)	(179)
State	(1,635)	(2,121)	844
Foreign	(1,848)	525	(7,550)
Total deferred	<u>(13,789)</u>	<u>(27,575)</u>	<u>(6,885)</u>
Provision for income taxes	<u>\$ 55,997</u>	<u>\$ 72,589</u>	<u>\$ 88,615</u>

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A reconciliation of income tax expense at the U.S. federal statutory income tax rate to the recorded tax provision were as follows:

	Year Ended December 31,		
	2023	2022	2021
Tax at statutory rate	\$ 57,724	\$ 38,504	\$ 76,955
Non-U.S. rate differential — net	12,685	21,352	18,710
State income taxes — net	3,380	4,904	2,050
Stock-based compensation — tax detriment (benefit)	1,835	2,736	(5,440)
Foreign derived intangible income benefit ("FDII")	(9,322)	(14,576)	(4,704)
Prior year and audit adjustments	(4,793)	(2,240)	(2,119)
Withholding tax on intercompany dividend	—	1,005	2,883
Federal and state tax credits	(6,375)	(5,238)	(7,482)
Foreign investment tax credit	—	(9,559)	(324)
Change in reserves, including interest and penalties	2,379	(3,355)	4,072
Change in valuation allowance	(2,548)	36,993	1,681
Other — net	1,032	2,063	2,333
Provision for income taxes	<u>\$ 55,997</u>	<u>\$ 72,589</u>	<u>\$ 88,615</u>

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities were as follows:

	Year Ended December 31,	
	2023	2022
Property, plant and equipment	\$ (5,019)	\$ 6,275
Intangible assets	43,020	27,044
Inventory provisions	46,808	43,628
Allowances and accrued liabilities	951	2,584
Withholding tax on intercompany dividend	(1,504)	(1,461)
Other tax credits	20,864	18,554
Deferred compensation	22,682	27,114
Net operating loss carryforwards	8,299	7,410
Valuation allowance	(48,821)	(57,465)
Net deferred tax assets	<u>\$ 87,280</u>	<u>\$ 73,683</u>

The Company accrues taxes on dividend distributions to the extent that foreign subsidiaries have cash in excess of their operational needs. The Company has recorded \$1,504 and \$1,461 as a deferred tax liability on December 31, 2023 and 2022, respectively, for certain withholding and dividend taxes related to possible future distributions of excess cash from certain non-U.S. subsidiaries to their respective parent companies. In 2023, the German subsidiary paid a dividend of \$107,941 to the U.S. parent company. There was no federal or withholding tax due on the distribution from Germany to the U.S., but in 2023 the Company has accrued a nominal amount of state tax expected to be paid in 2024 relating to the distribution.

With regard to the other non-U.S. subsidiaries, the Company continues to consider the earnings from these entities to be indefinitely reinvested to the extent the cash balance in each subsidiary is not greater than the current needs for operations and expansion. At December 31, 2023 and 2022, the cumulative undistributed earnings in non-U.S. subsidiaries were approximately \$944,867 and \$967,674, respectively.

In determining the Company's 2023 and 2022 tax provisions, the Company calculated the deferred tax assets and liabilities for each separate tax entity. The Company then considered a number of factors including the positive and negative

**IPG PHOTONICS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**  
(In thousands, except share and per share data)

evidence regarding the realization of deferred tax assets to determine whether a valuation allowance should be recognized with respect to the deferred tax assets.

As of December 31, 2023 and 2022, the Company had state tax credit carryforwards (net of federal tax benefit) of \$20,704 and \$18,398, respectively. The state tax credit carryforwards begin expiring in 2024. The Company has determined that some of the state credits will more likely than not expire before they can be used and has recorded a valuation allowance of \$17,996 and \$15,690 as of December 31, 2023 and 2022, respectively.

The Company has tax loss carryforwards in foreign jurisdictions totaling \$25,747 and \$22,134 as of December 31, 2023 and 2022, respectively. The Company believes it is more likely than not that most of the loss carryforwards will expire before they can be used and has provided a valuation allowance against the tax benefit of the losses in foreign jurisdictions of \$6,952 and \$5,942 at December 31, 2023 and 2022, respectively. In addition, the Company has a valuation allowance primarily from its Russian subsidiary against other deferred tax assets of \$23,873 and \$35,833 at December 31, 2023 and 2022, respectively. The Company's acquisition of Menara Networks, Inc. in 2016 included net operating loss carryforwards of \$22,242. As of December 31, 2023 and 2022, the Company had \$790 and \$1,844 of these net operating loss carryforwards remaining, respectively. No valuation allowance has been provided for these loss carryforwards as the Company expects them to be fully utilized to offset future income.

The Company provides reserves for potential payments of tax to various tax authorities related to uncertain tax positions and other issues. Reserves recorded are based on a determination of the amount of a tax benefit taken by the Company that is more likely than not to be realized, assuming that the matter in question will be reviewed by the tax authorities.

The following is a tabular reconciliation of the total amounts of unrecognized tax benefits:

	2023	2022	2021
Balance at January 1	\$ 15,841	\$ 19,209	\$ 14,706
Change in prior period positions	(1,306)	(3,921)	(1,969)
Additions for tax positions in current period	3,041	735	6,400
Foreign exchange adjustments	(400)	(182)	72
Balance at December 31	<u>\$ 17,176</u>	<u>\$ 15,841</u>	<u>\$ 19,209</u>

The liability for uncertain tax benefits is included in other long-term liabilities and deferred income taxes at December 31, 2023 and 2022. Substantially all of the uncertain tax benefits reserved for as of December 31, 2023 will benefit the Company's effective tax rate, if recognized.

Estimated penalties and interest related to the potential underpayment of income taxes were a net expense of \$646 and net benefit of \$168 for the years ended December 31, 2023 and 2022, respectively, and are included within the provision for income taxes. Total accrued penalties and interest related to the underpayment of income taxes were \$2,043 and \$1,476 at December 31, 2023 and 2022, respectively.

The Company's uncertain tax positions are related to tax years that remain subject to examination by the relevant taxing authorities. The Company is currently under a tax audit in the U.S. for the years 2019 and 2020. Open tax years by major jurisdictions are:

<u>Jurisdiction</u>	<u>Open Tax Years</u>
United States	2019 - 2023
Germany	2021 - 2023
Russia	2021 - 2023

**IPG PHOTONICS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)**  
(In thousands, except share and per share data)

**18. NET INCOME ATTRIBUTABLE TO IPG PHOTONICS CORPORATION PER SHARE**

The following table sets forth the computation of diluted net income attributable to IPG Photonics Corporation per share:

	Year Ended December 31,		
	2023	2022	2021
Net income attributable to IPG Photonics Corporation common stockholders	\$ 218,878	\$ 109,909	\$ 278,416
Basic weighted average common shares	47,154,217	50,761,096	53,409,673
Dilutive effect of common stock equivalents	165,858	163,646	520,554
Diluted weighted average common shares	47,320,075	50,924,742	53,930,227
Basic net income attributable to IPG Photonics Corporation per common share	\$ 4.64	\$ 2.17	\$ 5.21
Diluted net income attributable to IPG Photonics Corporation per common share	\$ 4.63	\$ 2.16	\$ 5.16

The computation of diluted weighted average common shares excludes certain common stock equivalents, including non-qualified stock options, PSUs, RSUs and the ESPP because the effect of including them would be anti-dilutive. The weighted average anti-dilutive shares outstanding for the years ended December 31, 2023, 2022 and 2021, respectively, were as follows:

	Year Ended December 31,		
	2023	2022	2021
Non-qualified stock options	533,402	594,290	216,190
Restricted stock units	246,481	344,810	103,998
Performance stock units	51,851	81,348	25,451
Employee stock purchase plan	30,951	—	—
Total weighed average anti-dilutive shares outstanding	862,685	1,020,448	345,639

On May 2, 2023, the Company announced that its board of directors has authorized the purchase of up to \$200,000 of IPG common stock. This authorization is in addition to the Company's previously authorized stock repurchase programs.

For the years ended December 31, 2023, 2022 and 2021, respectively, the Company repurchased 2,117,352 shares, 5,101,434 shares, and 743,969 shares of its common stock with an average price of \$104.68, \$97.89 and \$181.28 per share in the open market, respectively. The August 2022 authorization to repurchase common stock was completed in 2023. As of December 31, 2023 the remaining amount authorized under the May 2023 authorization was up to \$90,518. The impact on the reduction of weighted average shares for years ended December 31, 2023, 2022 and 2021 was 1,167,412 shares, 2,393,478 shares and 244,451 shares, respectively.

**19. SUBSEQUENT EVENTS**

On February 13, 2024, the Company announced that its board of directors has authorized the purchase of up to \$300,000 of IPG common stock. Share repurchases may be made periodically in open-market transactions, and are subject to market conditions, legal requirements and other factors. The share repurchase program authorization does not obligate the Company to repurchase any dollar amount or number of its shares, and repurchases may be commenced or suspended from time to time without prior notice.

**Subsidiaries of Registrant**

Name	State or Jurisdiction of Incorporation	Ownership by Registrant as of December 31, 2023
IPG Laser GmbH & Co. KG	Germany	100%

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-139509, 333-151571, 333-167381, 333-177818, 333-206931, 333-223545 and 333-273640, each on Form S-8 of our reports dated February 21, 2024, relating to the financial statements of IPG Photonics Corporation and the effectiveness of IPG Photonics Corporation's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Boston, Massachusetts  
February 21, 2024

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER  
PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Eugene A. Scherbakov, certify that:

1. I have reviewed this Annual Report on Form 10-K of IPG Photonics Corporation for the year ended December 31, 2023;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2024

/s/ Eugene A. Scherbakov  
Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER  
PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

I, Timothy P.V. Mammen, certify that:

1. I have reviewed this Annual Report on Form 10-K of IPG Photonics Corporation for the year ended December 31, 2023;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2024

*/s/ Timothy P.V. Mammen*

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Timothy P.V. Mammen  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "Report") by IPG Photonics Corporation (the "Company"), Eugene A. Scherbakov, the Chief Executive Officer of the Company, and Timothy P.V. Mammen, the Chief Financial Officer of the Company, each hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1 the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- 2 the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 21, 2024

**/s/ EUGENE A. SCHERBAKOV**

**Eugene A. Scherbakov  
Chief Executive Officer**

**/s/ TIMOTHY P.V. MAMMEN**

**Timothy P.V. Mammen  
Senior Vice President and Chief Financial Officer**

A signed original of this written statement required by 18 U.S.C. Section 1350 has been provided to IPG Photonics Corporation and will be retained by IPG Photonics Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**IPG PHOTONICS CORPORATION**  
**INCENTIVE BASED COMPENSATION RECOUPMENT POLICY**

1. **Purpose.** The purpose of the IPG Photonics Corporation Incentive Based Compensation Recoupment Policy (the “**Policy**”) is to describe the circumstances in which IPG Photonics Corporation (the “**Company**”) will recover the amount of erroneously awarded Incentive Based Compensation (as defined below) received by a current or former Executive Officer (as defined below) in the event that the Company is required to prepare an Accounting Restatement (as defined below).
2. **Definitions.** For purposes of this policy, the following terms have the definitions set forth below:
  - A. “**Accounting Restatement**” shall mean an accounting restatement (i) due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or (ii) that corrects an error that is not material to previously issued financial statements, but would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.
  - B. “**Board**” shall mean the Board of Directors of IPG Photonics Corporation.
  - C. “**Committee**” shall mean the Compensation Committee of the Board.
  - D. “**Company**” shall mean IPG Photonics Corporation.
  - E. “**Effective Date**” shall mean July 28, 2023.
  - F. “**Erroneously Awarded Compensation**” shall mean, with respect to each Executive Officer in connection with an Accounting Restatement, the amount of Incentive Based Compensation received that exceeds the amount of Incentive Based Compensation that otherwise would have been received had it been determined based on the restated amounts.
  - G. “**Executive Officer**” means the Company’s Chief Executive Officer, president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the Company. Executive officers of the Company’s subsidiaries are deemed executive officers of the Company if they perform such policy making functions for the Company. For purposes of this Policy, any current or former Executive Officer shall be considered an Executive Officer.
  - H. “**Financial reporting measures**” means measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also

financial reporting measures. A financial reporting measure need not be presented within the financial statements or included in a filing with the SEC.

- I. ***“Incentive Based Compensation”*** means compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure. Incentive Based Compensation is deemed received in the Company’s fiscal year during which the Financial Reporting Measure specified in the Incentive Based Compensation award is attained, even if the payment or grant of the Incentive Based Compensation occurs after the end of that period.
  - J. ***“Nasdaq”*** shall mean the The Nasdaq Stock Market LLC.
  - K. ***“Restatement Date”*** shall mean the earlier to occur of (i) the date the Board, the Committee or the officers of the Company authorized to take such action, concludes, or reasonably should have concluded, that the issuer is required to prepare an Accounting Restatement, or (ii) the date of court, regulator or other legally authorized body directs the issuer to prepare an Accounting Restatement.
  - L. ***“SEC”*** shall mean the U.S. Securities and Exchange Commission.
3. **Application.** This Policy applies to all Incentive Based Compensation received by a current and former Executive Officer: (i) on or after the Effective Date; (ii) after beginning service as an Executive Officer; (iii) who served as an Executive Officer at any time during the performance period for that Incentive Based Compensation; (iv) while the Company has a class of securities listed on a national securities exchange or a national securities association; and (v) during the three completed fiscal years immediately preceding the date that the Company is required to prepare an Accounting Restatement; *provided* that this policy also applies to any transition period that results from a change in the Company’s fiscal year within or immediately following the three completed fiscal year period; *provided further* that a transition period between the last day of the Company’s previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months would be deemed a completed fiscal year; *provided further* that this policy will only apply to Incentive Based Compensation received on or after the effective date of the Nasdaq rule adopting Rule 10D-1 under the Securities Exchange Act of 1934, as amended.
4. **Recovery of Erroneously Awarded Incentive Based Compensation.**
- A. In the event of an Accounting Restatement, the Company shall promptly determine the amount of any Erroneously Awarded Compensation for each Executive Officer in connection with such Accounting Restatement and shall provide written notice to each Executive Officer of (i) the Restatement Date, (ii) the amount of Erroneously Awarded Compensation received, and (iii) the method, manner, and time for repayment or return of such Erroneously Awarded Compensation, as applicable. The amount of Incentive Based Compensation that is subject to recovery will be computed without regard to any taxes paid.
  - B. The Committee shall have the discretion to determine the appropriate means of recovery of such Erroneously Awarded Compensation based on applicable facts and circumstances. If an Executive Officer fails to repay Erroneously Awarded Compensation to the Company by the time and in the manner set forth in writing by the Committee, the Company shall take all actions reasonable and appropriate to recover the Erroneously Awarded Compensation from the Executive Officer.

The Executive Officer shall be required to reimburse the Company for all expenses reasonably incurred by the Company in recovering Erroneously Awarded Compensation.

- C. For Incentive Based Compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement:
  - i. the amount will be based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the Incentive Based Compensation was received; and
  - ii. the Company will maintain documentation of the determination of that reasonable estimate and provide such documentation to Nasdaq.
- 5. **Recovery Exceptions.** The Company will recover erroneously awarded compensation in accordance with this Policy, except to the extent that any of the following conditions are met and the Committee has determined that recovery would be impracticable:
  - A. the direct expense paid to a third party to assist in enforcing this policy would exceed the amount to be recovered; *provided* that before concluding that it would be impracticable to recover any amount of erroneously awarded compensation based on expense of enforcement, the Company will make a reasonable attempt to recover such erroneously awarded compensation, document such reasonable attempt(s) to recover and provide such documentation to Nasdaq;
  - B. recovery would violate home country law where that law was adopted prior to November 28, 2022; *provided* that before concluding that it would be impracticable to recover any amount of erroneously awarded compensation based on violation of home country law, the Company will obtain an opinion of home country counsel, acceptable to Nasdaq, that recovery would result in such a violation and provide such opinion to Nasdaq; or
  - C. recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.
- 6. **Reporting and Disclosure Requirements.** The Company shall file all disclosures with respect to this Policy in accordance with the requirement of the federal securities laws, including the disclosure required by the applicable SEC filings.
- 7. **Indemnification Prohibition.** The Company will not indemnify any current or former Executive Officer against the loss of erroneously awarded Incentive Based Compensation.
- 8. **Other Recoupment Rights.** This policy is not intended to limit the Company's ability to pursue other means to recover damages resulting from wrongdoing. The Company retains all rights it may have under applicable law.

9. **Administration.** The Committee shall have sole discretion in making all determinations under this Policy. Any determinations of the Committee shall be binding on the Executive Officer.
10. **Amendment.** This policy may be amended from time to time in the Committee's sole discretion.
11. **Compliance with the Exchange Act.** Notwithstanding the foregoing, this Policy shall be interpreted and administered consistent with the applicable securities laws, including the requirements of (i) Section 10D of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"), as added by Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, (ii) Rule 10D-1 under the Exchange Act, and (iii) the listing standards adopted by Nasdaq pursuant to Rule 10D-1.

Approved and Adopted: July 28, 2023